

Constitution of Civil Celebrations Network (CCN) Incorporated

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Preamble

A. Definition:

Civil Celebrations Network (CCN) is a non-profit association of celebrants and others who support:

- i. the principles of democracy, justice, human rights, civil rights and responsibilities for all people;
- ii. non- discriminatory legislation, policies and practices; and

iii. the positive role civil celebrants play in society through civil ceremony, civil celebrations and associated activities

Civil Celebrations Network (CCN) Inc. is based on the premise that there is a relationship between ceremony and celebration and the health and wellbeing of individuals and society.

B. Objectives of the Association

(1) Widely promote the use of civil ceremonies and celebrations that:

- a. celebrate relationships in the context of various rites of passage and other significant events for individuals, families, and communities;
- b. promote concepts of care, courtesy, creativity, cooperation, fairness, harmony and respect for all others without discrimination;
- c. are beneficial to the development of individual and community health.

(2) Provide support to association members in their role as professional civil celebrants

To achieve these objectives CCN will:

- (a) Network with government, community groups, non-profit organizations and where appropriate for-profit organizations for the development and maintenance of the above objectives.
- (b) Raise funds to facilitate, develop, maintain and review the above objectives.
- (c) Conduct promotions and programs that contribute to better knowledge of the benefits of ceremony.

C. Mode of Operation.

(1) CCN Inc. operations are guided by principles of accessibility, democracy, rotation of “office” for positions of voluntary service, personal responsibility, and local group autonomy except in matters affecting the CCN as a whole.

(2) All members will be treated with equal respect, acknowledging the value of minority opinion in a democratic society and in developing comprehensive quality approaches to celebrancy and related issues.

(3) Wherever possible, democratic principles of decision making and implementation will be the primary mode of operation of CCN Inc. such that:

- (a) all sub-committees and office bearers are responsible to CCN Inc. for the operation of their roles, responsibilities and the review of the services they perform on behalf of CCN Inc.;
 - (b) rotation of office bearers will be a structural part of CCN Inc. mode of operation, i.e. limited terms for office bearers and other positions of responsibility; and
 - (c) CCN operations will be transparent and accountable to all members.
- (4) As a national organization, CCN Inc. will use electronic, web-based, and other methods of communication, organization, administration, implementation and review of its activities as its primary mode of operation, and will structure face to face meetings from time to time for the maximum involvement of all CCN Inc. members.
- (5) All members of the association are responsible to provide input and review of the association's functions via the Annual General Meeting and to the association's management committee.
- (6) All association committee members are responsible to participate in the meetings, decision making, and range of tasks required of the committee in the establishment and review of the association's functions, and the adherence of the rules contained in this Constitution.
- (7) The association's committee via the Public Officer is responsible to ensure an Annual Statement is returned to the Department each year, within a month after the Annual General Meeting, along with the appropriate fee. This simple reporting form, focused primarily on the financial activities of the association, is required to be signed and dated by two management committee members.
- (8) The Public Officer, who under the Associations Incorporation Act 2009 does not need to be a member of the association, is the official contact name and address held by the Department of Fair Trading. Thus, the association and the Public Officer are responsible to ensure that Notification of Public Officer and Change of Public Officer forms are submitted to the Department with the appropriate fees.

Part 1 – Preliminary

1. Definitions

1.1 In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

Ordinary Committee member means a member of the committee who is not an

office- bearer of the association, as referred to in clause 14.2.

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

The Act means the *Associations Incorporation Act 2009*

The Committee means the management committee of the association that assumes responsibility for the overall development and maintenance of the association between Annual General Meetings.

The Regulation means the Associations Incorporation Regulation 2016.

1.2 In these rules:

- (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.

1.3 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 – Membership.

2. Membership

2.1. Membership qualifications

2.1.1 A person is qualified to be a member of the association if, but only if the person is a natural person:

- (i) who has applied for membership of the association under Clause 3; and
- (ii) who has been approved for membership of the association by the committee of the association.

2.1.2 Membership of Civil Celebrations Network Inc. requires:

- (a) commitment to the role of civil celebrants and the development of civil celebrancy as a profession;
- (b) commitment to the objectives of CCN Inc
- (b) commitment to continuing professional development;
- (c) qualifications as specified in each Membership Category in clause 2.2;
- (d) adherence to a CCN Inc Code of Practice/Code of Ethics as determined by the CCN Inc National

Committee;

- (e) payment of the Annual Membership Fee as determined by the CCN Inc National Committee;

2.2 Membership Categories

There are three categories of membership.

2.2.1 Full membership

- (a) CCN Inc Full Members are independent self-employed Civil Celebrants (*eg marriage, family, funeral or community*).
- (b) CCN Inc Full membership requires the applicant to:
 - (i) be or have been an authorised marriage celebrant of the Commonwealth of Australia; and/or
 - (ii) have satisfactorily completed a course of study in celebrancy relevant to services offered (*marriage, funeral or general celebrancy*); and/or
 - (iii) have equivalent level of expertise as approved by CCN Inc. Committee.
 - (iv) provide evidence of (i) and/or (ii) and/or (iii) as required by the CCN Inc.

SPECIAL RESOLUTION (added 2018): That CCN Gold and Silver membership plans be discontinued and all CCN full celebrant members have the same membership plan.

Committee.

(c) CCN Inc Full Members will have voting rights at AGM and special meetings, and if so elected, at Committee meetings.

2.2.2 Student celebrant membership

(a) CCN Inc Student Celebrant members are members who are:

- (i) enrolled in a course of study in celebrancy; and
- (ii) can provide evidence of (i) as required by the CCN Inc. Committee.

(b) Student Celebrant Members will have access to CCN Inc Members Only Information Sections and Forums, but not Directory Listings until they meet the requirements for Full Celebrant membership.

(c) CCN Inc. Student Celebrant Members need to meet the qualifications for Student Celebrant membership but they will not have voting rights at AGM and special meetings, nor will they be eligible to be elected to the CCN Committee.

2.2.3 Affiliate Membership

(a) Affiliate members are:

- (i) individuals who support the Objectives of the CCN; or
- (ii) individuals representing organizations that support the Objectives of the CCN.

(b) CCN Inc Affiliate Members need to meet membership qualifications for Affiliate membership but they will not have voting rights at the AGM and special meetings or be eligible to be elected to the CCN Committee unless they are the representative of a celebrant organization affiliated to the CCN.

(c) The purpose of the CCN Inc. having Affiliate Members is to bring broader expertise to the development and functioning of the CCN Inc. by those who support the objectives of the CCN Inc.

(d) Suitable mechanisms will be made available via web based and other electronic means, for the active involvement of all groups of members to interact with each other for the positive achievement of the CCN Inc. objectives.

2.2.4 Membership website access

(a) CCN Inc. Full Celebrant Members will have access to Members Only sections of CCN Inc's website for:

- (i) Information sections;
- (ii) Forums;
- (iii) Webpages;
- (iv) Directory Listings relevant to their promotional plan; and
- (v) other access as determined by the CCN Inc. Committee.

(b) CCN Inc. Student Celebrant Members will have access to Members Only sections of CCN Inc.'s website for (i); (ii); (iii) and (v) as (a) above

(c) CCN Inc Affiliate Members will have access to the Affiliate's sections of CCN Inc.'s website for:

- (i) Information sections;
- (ii) Forums;
- (iii) Webpages;
- (iv) Listing in the Affiliate Member's Directory; and
- (v) other access as determined by the CCN Inc. Committee.

(d) Persons working on behalf of the CCN Inc. National Committee doing administrative, website and other development work will have access to CCN Inc.'s website as required.

3. Application for membership

3.1 An application from a person for membership of the association:

(a) must be completed as required by the CCN Inc. National Committee either electronically or in writing providing:

- (i) personal identification and contact information, information in relation to membership qualifications and category of membership; and
- (ii) a commitment to CCN Inc. principles, objectives and mode of operation as outlined in the Constitution;

(b) must be accompanied by the payment of the appropriate membership fee applicable at the time of application;

(c) will be accepted upon payment of the appropriate membership fee, provided the information provided is accurate and the person applying for membership continues to abide by the principles, objectives, mode of operation and any other membership criteria as required by the CCN Inc. Committee.

3.2 As soon as practicable after the membership application and payment is made, the new CCN Inc. member will be granted access to:

(a) Membership forums applicable to the Category of Membership granted.

(b) Other products or services applicable to the Category of Membership granted, and in the case of Full Celebrant Membership applicable to the specific Celebrant Plan purchased.

3.3 The Secretary and Membership Officer will ensure that, on payment by the applicant of the amounts referred to in clause (8) within a period of two calendar months, the applicant's name is listed in the electronic register of members accessible to other CCN Inc. members as determined by the CCN Inc. National Committee.

4. Cessation of membership

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

(a) dies; or

(b) resigns membership; or

(c) fails to pay annual subscription within 6 weeks of the due date; or

(d) is expelled from the association.

5. 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.

6. Resignation of membership

6.1 A member of the association is not entitled to resign that membership except in

accordance with this clause.

6.2 A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee 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.

6.3 If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the public officer or membership officer 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

7.1 The Public Officer 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.

7.2 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.

7.3 A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by committee, that other amount.

8. Fees and subscriptions

8.1 All members of the association must pay an annual membership fee of an amount as determined by the Committee prior to the beginning of the membership year;

or

where an applicant becomes a member after the commencement of the membership year – an amount as determined by the Committee.

9. 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 8 above.

10. Resolution of internal disputes

10.1 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*.

10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

11.1 A complaint may be made to the committee by any person that a member of the association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules; or

(b) has persistently and willfully acted in a manner prejudicial to the interests of the association.

11.2 On receiving such a complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned;

(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.

11.3 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.

11.4 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 12.

11.5 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 12.5, whichever is the latter.

12. Right of appeal of disciplined member

12.1 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.

12.2 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.

12.3 On receipt of a notice from a member under clause 12.1, 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.

12.4 At a general meeting of the association convened under clause 12.3:

(a) no business other than the question of the appeal is to be transacted;

(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.

12.5 If at the general meeting, the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The Committee

13. Powers of the Committee

13.1 Subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting the Committee:

(a) is to control and manage the affairs of the association;

(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules 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.

13.2 Committee members and office bearers must:

- (a) disclose any actual or potential conflict of interest;
- (b) not use their position or information for a dishonest purpose; and
- (c) hand over any documents of the association within 14 days after ceasing to hold office.

14. Constitution and membership

14.1 Committee members must reside in Australia and the Public Officer must be a resident of New South Wales.

14.2 The committee is to consist of:

- (a) a maximum of 12 association members,
 - (i) with no more than one quarter being Affiliate Members;
 - (b) No member who works as a celebrant trainer, who provides OPD, owns a Registered Training Organisation that runs courses for celebrants or who receives income from working for the CCN Inc (excluding reimbursements for expenses and Committee honorariums) may be elected to the National Committee, but may serve on sub-committees and working parties, etc.
 - (c) Nominations for the Committee will be called for at least one month prior to the AGM and all nominations will be listed on the AGM Agenda papers at least one week prior to the AGM. The Committee will be ratified at the AGM if no election is required.
 - (d) If there are more than twelve nominations two Returning Officers will be appointed and an election will be held as part of the AGM. The Returning Officers will announce the outcome as soon as practicable following the conclusion of voting.
- 14.3 Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election,
- (a) As soon as practicable following the conclusion of the AGM the Committee will meet (by phone, electronically or face to face) to elect the office bearers of the Committee. The Secretary will advise all members of the names of the Office

Bearers within 48 hours of that meeting.

14.4 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15. Officer Bearers

15.1 Election of office bearers

(a) The office-bearers of the association are to be:

(i) the chairperson

(ii) the vice-chairperson

(iii) the secretary; and

(iv) the treasurer.

(b) Office bearers perform specific roles within the Committee structure.

(c) As a sub-committee of the CCN Committee, the office bearers are responsible to and report to the CCN Committee.

(d) The Committee may delegate to the office bearers such powers as are appropriate for the effective running of the associations.

(d) The office-bearers of the association, will be nominated and elected by the Committee. The Secretary will advise all members of the names of the Office Bearers within 48 hours.

(e) An office bearer may hold a particular office for a maximum period of four consecutive years unless there is no other committee member willing to take on that office and the committee invites the office bearer to remain in office.

15.2 Chairperson

The role of the Chairperson is to

(a) be knowledgeable about:

(i) the history of celebrancy;

- (ii) issues affecting civil celebrants and civil celebrancy;
- (iii) the history, philosophy, objectives and mode of operation of the CCN;
- (iv) the CCN Constitution, policies and procedures;
- (v) conflict resolution techniques; and
- (vi) meeting procedures to ensure maximum participation of members;
- (b) offer leadership by:
 - (i) facilitating dialogue between committee members and encouraging understanding of the objectives of the associations and the needs of members;
 - (ii) encouraging resolution of specific issues via agreed processes, e.g. formulation of motions, discussion, and voting as appropriate; and
 - (iii) supporting CCN committee and other members and processes within the context of (1) above;
- (c) facilitating the agenda and ensure the convening of any meetings as required by CCN;
- (d) perform any duties as required by CCN Committee, which may include being a spokesperson on specific matters from time to time.

Vice Chairperson

The role of the Vice Chairperson is to assist the Chair in the smooth running of as outlined above and to act as Chairperson in the event of absence of the Chairperson.

16 Secretary

16.1 The secretary of the association is responsible directly to CCN Committee and must, as soon as practicable after being appointed as secretary, lodge notice with CCN members of his or her address and other contact information.

16.2 It is the duty of the secretary to ensure the maintenance of Committee records of: (a) all appointments of office bearers and the names of CCN Committee members;

(b) the names of CCN Committee members present at face to face and electronic meetings;

(c) all proceedings at face to face CCN meetings and decisions by via electronic communications;

(d) all motions moved and seconded for a vote and the outcome of said voting.

16.3 The CCN secretary must maintain a record of Minutes and proceedings of Committee meetings (whether face to face or electronic) and ensure such records are accessible to all CCN Committee members via the CCN website

16.4 The CCN secretary must maintain a record of all correspondence (paper and electronic) to and from CCN and ensure that CCN Committee members receive copies of such correspondence as soon as possible after its receipt.

17. Treasurer

The Treasurer of CCN is responsible directly to CCN and has the duty to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by CCN are made;

(b) that correct books and accounts are kept showing the financial affairs of CCN, including full details of all receipts and expenditures connected with the activities of CCN; and

(c) CCN's year for financial accountability is from 1st JANUARY any one year to the 31ST DECEMBER in the same year.

18. Casual vacancies

For the purposes of this Constitution, 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 clause 19, or

(f) becomes a mentally incapacitated person, or

(g) is absent without the consent of the committee from all meetings of the

committee held during a period of 6 months.

19. Removal of Committee member

19.1 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.

19.2 If a member of the committee, to whom a proposed resolution referred to in clause 19.1, makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the chairperson 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.

20. Meetings and quorum

20.1 The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine; these meetings may be held by electronic means (*e.g. by tele-conference or video conference or group email or website forums*) provided all resolutions are made available to all members via email or the members' section of the association's website.

20.2 Additional meetings (or sub-committee meetings) of the committee may be convened by the chairperson or by any member of the committee or any member so nominated by the Committee, and may be held by electronic means (*e.g. by tele-conference or group email or website forums*) provided all resolutions are tabled and ratified by the Committee.

20.3 Oral or written notice of a face to face 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.

20.4 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.

20.5 Any six members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

20.6 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.

20.7 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.

20.8 At a meeting of the committee:

(a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or

(b) if the chairperson and the vice- chairperson 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; and

(c) the person chairing the Committee meeting is not entitled to more than one vote.

21. Delegation by committee to sub-committee

21.1 The committee may, by instrument in writing, delegate 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.

21.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains un-revoked, be exercised from time to time by the sub- committee in accordance with the terms of the delegation.

21.3 A delegation under clause 21 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.

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

21.5 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 committee.

21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

21.7 A sub-committee may meet and adjourn, as it thinks proper.

21.8 The committee and/or a sub-committee may co-opt participation of non-association members in the functioning of the committee and/or sub-committees as it sees fit. Whilst such co-opted members would not have a vote in association matters, their opinions, expertise, and counsel are to be valued, respected and wherever possible to be recorded in the minutes of the meetings.

22. Voting and decisions

22.1 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.

22.2 Each full 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 not exercise a second or casting vote.

22.3 Affiliate Celebrant CCN members elected to the Management Committee will have the same voting rights as other Committee members at Committee meetings ie one vote each.

22.4 Subject to clause 20.5, the committee may act despite any vacancy on the committee.

22.5 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

23.1 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

23.2 Clause 1 has effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

24. Annual general meetings – calling of and business at

24.1 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 deems appropriate, and may be held by electronic means (*e.g. by tele-conference, video conference, group email or website forums*) provided that

(a) all resolutions will be made available to all members via email or the members' section of the CCN Inc association's website (www.celebrations.org.au); and

(b) all members will be able to interact with each other in real-time for the time period set for the meeting; however

(c) only Full Members will be given access to vote upon motions notified.

24.2 In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is:

(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 ordinary members of the Committee, who will in turn determine those committee members to serve as office-bearers of the association; and

(d) to receive and consider the statement which is required to be submitted to members under clause 26.6 of the Act.

24.3 An annual general meeting must be specified as such in the notice convening it.

24.4 A minimum of 21 days' notice is required for calling of the Annual General Meeting.

25. Special general meetings – calling of and business at

25.1 The Committee, when deemed appropriate, may convene a special general meeting of the association, which may be held by electronic means (*e.g. by teleconference, video conference, group email or website forums*) provided that:

(a) all resolutions will be made available to all members via email or the members' section of the CCN Inc association's website (www.celebrations.org.au); and

(b) all members will be able to interact with each other in real-time for the time period set for the meeting; however

(c) only Full Members will be given access to vote upon motions notified;

25.2 Notice of the Special General Meeting is given by email and/or web notice to all members a minimum of 14 days prior to the holding of the meeting, although a longer lead time for notice of a Special General Meeting is encouraged.

25.3 Where the Special General Meeting involves a Special Resolution or Resolutions then a minimum of 21 days' notice must be given.

25.4 The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.

25.5 A requisition of members for a special general meeting: (a) must state the purpose or purposes of the meeting; (b) must be signed by the members making the requisition; (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.

25.6 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.

25.7 A special general meeting convened by a member or members as referred to in clause 25.6 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.

26. Notice

26.1 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.

26.2 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.

26.3 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 24.2.

26.4 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 and Quorum

27.1 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.

27.2 Six members present in person (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 or annual general meeting of the Association.

27.3 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.

27.4 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 members present (being at least three) is to constitute a quorum.

28. Presiding member

28.1 The chairperson of the Committee or, in the Chairperson's absence, the Vice-chairperson, is to preside as chairperson at each general meeting of the association.

28.2 If the Chairperson and the Vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29. Adjournment

29.1 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.

29.2 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.

29.3 Except as provided in clauses (29.1) and (29.2), 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

30.1 A question arising at a general meeting of the association is to be determined on a show of hands or on-line voting and, unless before or on the declaration of the show of hands (or on-line voting) or a poll (or on-line voting) is demanded, a declaration by the chairperson that a resolution has, on a show of hands (or on-line voting), 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.

30.2 At a general meeting of the association, a poll (or on-line voting) may be demanded by any members present in person or by proxy at the meeting.

30.3 If a poll (or on-line voting) is demanded at a general meeting, the poll (or on-line voting) must be taken:

- (a) immediately in the case of a poll (or on-line voting) which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll (or on-line voting) 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 this constitution 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 this constitution; 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

32.1 On any question arising at a general meeting of the association a full member has one vote only.

32.2 All votes must be given personally or by proxy, but no member may hold more than five proxies.

32.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote.

32.4 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, other than the amount of the annual subscription payable in respect of the then current year.

32.5 Affiliate CCN members have the right to participate in AGM, general and sub-committee meetings of the association, but have no voting rights at such meetings

33. Appointment of proxies

33.1 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.

33.2 The notice appointing the proxy is to be in the form set out in Appendix 1 of this constitution

Part 5 – Miscellaneous

34. Insurance

The association may effect and maintain insurance.

35. Funds – source

35.1 The funds of the association are to be derived from annual subscriptions of members, donations, grants and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

35.2 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.

35.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. Funds – management

36.1 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.

36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

36.3 Note: The Act divides associations into two tiers for reporting purposes.

Larger, or Tier 1 associations are those whose gross receipts are more than \$250,000 or current assets are more than \$500,000. Tier 1 associations are required to submit audited financial statements each year to the members at the AGM.

Smaller, or Tier 2 associations are those whose gross receipts are less than \$250,000 or current assets are less than \$500,000. Tier 2 associations are required to submit a summary of their financial affairs to the AGM.

Associations must lodge annual financial summaries in the approved form with Fair Trading within 1 month after the AGM and no later than 7 months after the end of the association's financial year.

37. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38. Alteration of objectives and rules

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

39. Common seal

39.1 The common seal of the association must be kept in the custody of the Public Officer.

39.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the

committee and of the Public Officer or Secretary.

39.3 As an alternate to the use of the Common Seal, association documents may be signed by two of their authorised signatories. The Public Officer will be an authorised signatory by virtue of the office. The committee may appoint (and can revoke) other authorised signatories from among the members of the committee.

40. Custody and inspection of books and records

40.1 Except as otherwise provided in this constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

40.2 All accounts, books, securities, records of meetings & motions, and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

40.3 Such accounts, books, securities records of meetings & motions and any other relevant documents will be made available via a Members Only section of the association and updated as soon as practicable upon changes and or new items

40.4 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

41. 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.

42. Service of notices

42.1 For the purpose of this constitution, 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.

42.2 For the purpose of this constitution, 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; or

(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; or

(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.

43. Official address

The official address can be the association's premises, the Public Officer's residence, or place of business or employment as determined by the Committee, but must still be in New South Wales. *Note: The Public Officer's address currently on the Public Register will continue to be the official address of the association until notice of another address is lodged with Fair Trading.*

44. Department of Fair Trading Penalty Notice System

Certain offences may be dealt with by a penalty notice', a type of fine issued as an alternative option to having a matter dealt with in court. No penalty notices will be issued in the first 6 months after the new Act commences. More information may be sought from:

Registry of Co-operatives & Associations

Tel: 6333 1400

Free Call: 1800 502 04

Appendix 1

(Clause 33.2)

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(address)

being a member of

(name of incorporated association)

hereby appoint

(full name of proxy)

of

(address)

being a full member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of and at any adjournment of that meeting. (*month and year*)

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

.....

Signature of member appointing proxy

Date

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

* *to be inserted if desired.*