

## SOUTH WEST COMMUNITY TRANSPORT INCORPORATED

### CONSTITUTION

As defined at the Annual General Meeting held on the 22<sup>nd</sup> September, 2004.

#### Part I –

1. Name: South West Community Transport Incorporated  
(referred to hereafter as ‘the Association’).
2. Aims: The aim of the organisation shall be to enhance and support access to affordable transport for the residents of South West Sydney, with a focus on the local government areas of Camden, Campbelltown, Fairfield, Liverpool and Wollondilly (referred to hereafter as ‘the Region’).

The specific aims of the organisation shall be: -

- a) To investigate the present and future provision of and need for transport services in the Region for the Home and Community Care Programme target group.
- b) To establish services to meet the needs for transport of those people disadvantaged by the present provision of transport services particularly those in the Home and Community Care Programme target group.
- c) To liaise with other organisations involved in community transport and with any formal organisations of these groups.
- d) To provide information and assistance where possible to other community organisations interested in “Community Transport”.
- e) To provide input into Government policy on public transport in general and on “Community Transport” in particular.

#### Part II

#### MEMBERSHIP

### 3. Eligibility for Membership

Any persons 18 years and over interested in furthering the aims of the Association.

### 4. Nomination for Membership.

- i) A nomination of a person for membership of the association-
  - a) Shall be made in writing to the association and
  - b) Shall be lodged with the Secretary of the association at least 7 days prior to Annual General Meeting.
- ii) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Board of Management, which shall determine whether to approve or reject the nomination.
- iii) Where the Board of Management determines to approve a nomination for membership, the Secretary shall, as soon as practicable after the determination, notify the nominee of that approval.

**5. Register of Members.**

- i) The public officer of the association shall 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.
- ii) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.
- iii) Each member shall notify in writing to the secretary any change in that member's address and contact details within a period of 14 days following such change.

**6. Cessation of Membership.**

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

- a) Upon his/her death.
- b) Resigns that membership; or
- c) Is expelled from the association or
- d) Fails to renew their membership on an annual basis within 14 days of the due date for renewal

**7. Membership Entitlement is 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 upon cessation of the person's membership.

**8. Resignation of Membership.**

- i) A member of the association is not entitled to resign that membership except in accordance with this rule.
- ii) A member of the association may resign from membership of the association by first giving notice (being not less than 30 days or not less than such other period as the Board of Management may determine) in writing to the Secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- iii) Where a member of the association ceases to be a member pursuant to clause (ii) and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

**9. Fees and Subscriptions.**

A member of the association shall not be required to pay any fees or subscriptions or any other charges to the incorporated association as a condition of membership.

**10. Member Liability.**

The members of the association will not be liable to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

**11. Disciplining of Members.**

The procedure for disciplining members shall be determined by the Board of Management. Any member who wishes to appeal against a decision expelling them from membership (or otherwise disciplining them) may do so at the next general meeting of the association.

**Part III THE BOARD OF MANAGEMENT**

**12. Powers etc. of the Board of Management.**

The Board of Management shall be called the Board of Management of the Association and, subject to the Act, the regulation and these rules and to any resolution passed by the Association in general meeting –

- a) Shall 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) May exercise all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the Association.
- d) The Board of Management shall consist of Chairperson, Secretary and Treasurer as office bearers. There shall be a minimum of (2) two and a maximum of (6) six other Board of Management members.
- e) Each member of the Board of Management shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the Board member's appointment, but is eligible for re appointment.
- f) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management may appoint a person who shall become a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the Annual General Meeting following the date of the appointment.

**13. Appointment of Board of Management Members.**

- i) Applications by candidates for appointment as office bearers of the Association or as ordinary members of the Board of Management –
  - a) Shall be made in writing, by the candidate according to the requirements endorsed by the membership of the Association; and

- b) Shall be delivered to the Secretary of the Association not less than ~~28~~ 7 days before the date fixed for the holding of the Annual General Meeting at which the appointment is to take place.
- ii) If insufficient applications are endorsed by the members of the Annual General Meeting to fill all vacancies on the Board of Management any vacant positions remaining on the Board of Management shall be deemed to be casual vacancies.
- iii) If the number of applications received is equal to the number of vacancies to be filled, applicants will still be presented to the members of the Association for endorsement or rejection at the Annual General Meeting.
- iv) If the number of applications received exceeds the number of vacancies to be filled, the members shall endorse appointments by holding a ballot.
- v) The endorsement of members of the Board of Management shall be conducted at the Annual General Meeting in such usual and proper manner as the Board of Management may direct.
- vi) A nomination of a candidate for appointment under this clause is not valid if that candidate has been nominated for appointment to another office at the same election.
- vii) All Board of Management members must be members of the Association.
- viii) The office bearers shall be appointed by the Board of Management at the first general meeting of the Board of Management after the Annual General Meeting.

#### 14. **Office Bearers.**

- i) The office bearers of the association will be a Chairperson, Secretary, and Treasurer.
- ii)
  - a) The **Secretary** of the Association shall as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
  - b) It is the duty of the Secretary to keep minutes and details of –
    - all appointments of office bearers and members of the Board of Management .
    - the names of the Board of Management present at a Board of Management meeting and the names of the members present at general meeting; and
    - all proceedings at Board of Management Meetings, Annual General Meetings and General Meetings.
  - c) Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- iii) It is the duty of the **Treasurer** of the Association to ensure that –

- all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - Records 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 and shall ensure that such books of accounts are independently audited on an annual basis.
- iv) The **Chairperson** is to ensure that the project is managed effectively. Responsibilities include chairing meetings, ensuring issues are presented and dealt with adequately, that all Board of Management members are able to express an opinion on an issue and that decisions are made democratically.

#### 15. **Casual Vacancies.**

The office of a member of the Board of Management shall become vacant:

- a) Upon his/her death.
- b) If they become mentally ill.
- c) If they resign office by notice in writing to the Association.
- d) If they are absent for more than two consecutive meetings of the Board of Management without leave of the Board of Management.
- e) If they cease to be a member of the Association.
- f) Upon a resolution being passed by two-thirds majority of members present at a properly constituted meeting specially called for the purpose.

#### 16. **Meetings and Quorum.**

- i) The Board of Management shall meet at least three times in each period of twelve months at such place and time as the Board of Management may determine.
- ii) Additional meetings of the Board of Management may be convened by the Chairperson or by any member of the Board of Management
- iii) Written notice of a meeting of the Board of Management shall be given by the Secretary to each member of the Board of Management at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board of Management) before the time appointed for the holding of the meeting.
- iv) Notice of a meeting given under clause (16 iii) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Board of Management members present at the meeting unanimously agree to treat as urgent business.
- v) A simple majority of the Board of Management members will constitute a quorum for the transaction of the business of a meeting of the Board of Management.

- vi) At a meeting of the Board of Management – If the Chairperson is absent or unwilling to act one of the remaining members of the Board of Management as may be chosen by the members present at the meeting shall preside.

**17. Delegation by Board of Management to Sub-Committee.**

- i) The Board of Management may, by written instruction, delegate to one or more sub-committees (consisting of such members of the Association as the Board of Management thinks fit) the exercise of functions of the Board of Management other than –
  - a) This power of delegation; and
  - b) A function which is a duty imposed on the Board of Management by the Act or by any other law.
- ii) A function the exercise of which has been delegated to sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- iii) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any functions the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- iv) Notwithstanding any delegation under this rule, the Board of Management, may continue to exercise any function delegated.
- v) 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 Board of Management
- vi) The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- vii) A sub-committee may meet and adjourn, as it thinks proper.
- viii) Interested persons may be co-opted in an advisory capacity but such co-option shall have no voting rights.

**18. Voting and Decisions.**

- i) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management shall be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting.
- ii) Each Board member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (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.
- iii) Subject to rule 16(V), the Board of Management may act notwithstanding any vacancy on the Board of Management.
- iv) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a sub-committee appointed by the Board of

Management, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Management or sub-committee.

#### **Part IV**

#### **MEETINGS**

##### **19. Annual General Meetings – Holding Of.**

- i) With the exception of the first Annual General Meeting of the Association, the association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an Annual General Meeting of its members.

##### **20. Annual General Meetings – Calling of and Business at:**

- i) The Annual General Meeting of the Association shall, subject to the Act and to rule 19 be convened on such date and at such place and time as the Board of Management thinks fit.
- ii) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be –
  - a) To confirm the minutes of the last proceeding Annual General Meeting and of any Special General Meeting held since that meeting;
  - b) To receive from the Board of Management a report upon the activities of the Association during the last proceeding financial year;
  - c) To elect members of the Board of Management; and
  - d) To receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- iii) An Annual General Meeting shall be specified as such in the notice convening it.

##### **21. Special General Meetings Calling Of.**

- i) The Board of Management may, whenever it thinks fit, convene a Special General Meeting of the Association.
- ii) The Board of Management shall, on the requisition in writing of not less than five per cent of the total number of members, convene a Special General Meeting of the Association.
- iii) A requisition of members for a Special General Meeting -
  - a) Shall state the purpose or purposes of the meeting;
  - b) Shall be signed by the members making the requisition;
  - c) Shall 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.

- iv) If the Board of Management fails to convene a Special General Meeting to be held within 30 days after the 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 30 days after that date.
- v) A Special General Meeting convened by a member or members as referred to in Clause (iv) shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Board of Management.

## **22. Notice.**

- i) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association the Secretary shall, at least 14 days before the date fixed for the General Meeting, cause to be sent by pre-paid post or by hand to each member at the member's address appearing in the register of member's, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- ii) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the meeting in the manner provided in clause (i) specifying, in addition to the matter required under clause (i), the intention to propose the resolution as a special resolution.
- iii) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 22 (ii).
- iv) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

## **23. Procedure.**

- i) No item of business shall 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.
- ii) A simple majority of members present in person (being members entitled under these rules to vote at a General Meeting) constitutes a quorum for the transaction of the business of a General Meeting. Members are not able to vote by proxy at General Meetings.
- iii) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.
- iv) If at the adjournment meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than five) shall constitute a quorum.

**24. Presiding Members.**

- i) The Chairperson shall preside as Chairperson at each General Meeting of the Association.
- ii) If the Chairperson is absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

**25. Adjournment.**

- i) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- ii) Where a General Meeting is adjourned for 21 days or more, the Secretary shall give written 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.
- iii) Except as provided in clauses (i) and (ii), 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.

**26. Special Resolution.**

A resolution of the Association is a special resolution if –

- a) It is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a General Meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; and
- b) Where it is made to appear to the Department of Fair Trading (or subsequent regulatory body) that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by Department of Fair Trading (or subsequent regulatory body)

**27. Voting.**

- i) Upon any question arising at a General Meeting of the Association a member has one vote only.
- ii) All votes shall be given personally.
- iii) 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.

**Part V**

**MISCELLANEOUS**

**28. Insurance.**

- i) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- ii) In addition to the insurance required under clause (i) the Association may effect and maintain other insurance.

**29. Funds – Source.**

- i) The funds of the Association shall be derived from grants, subsidies or donations and subject to any resolution passed by the Association in General Meeting, such other sources as the Board of Management determines.
- ii) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association accounts with a recognised financial institution.
- iii) The Association shall as soon as practicable after receiving any money, issue an appropriate receipt.

**30. Funds – Management.**

- i) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board of Management determines.
- ii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board of Management or employees of the Association being members or employees authorised to do so by the Board of Management.

**31. Alteration of Objects and Rules.**

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

**32. Common Seal.**

- i) The common seal of the Association shall be kept in the custody of the Public Officer.
- ii) The common seal shall not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal shall be attested by the signatures either of two members of the Board of Management or of one member of the Board of Management and of the Public Officer or Secretary.

**33. Custody and Inspection of Books, etc.**

- i) The records, books and other documents of the Association shall be kept on the premises and open to inspection, free of charge, by any member of the Association at any reasonable hour.

**34. Service of Notices.**

- i) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- ii) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**35. Public Officer.**

- i) The Board of Management will appoint a Public Officer. The Board of Management may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and is a resident of New South Wales.
- ii) When a vacancy occurs in the position of Public Officer the Board of Management shall notify the Department of Fair Trading (or subsequent regulatory body) by the prescribed form within 14 days a new Public Officer.

**Part VI**

**RULES APPLICABLE TO CHARITIES**

**36. Payment, etc., of Office Bearers and Members.**

A member of the Board of Management shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or moneys worth shall be given by the association to any member of the Board of Management except: -

- a) repayment of out-of-pocket expenses;
- b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
- c) Reasonable and proper rent for premises let to the association.

**37. Vacation of Office.**

Without limiting the operation of rule 17, the office of a member of the Board of Management shall become vacant if: -

- a) the member holds an office of profit in the association;
- b) The member is directly or indirectly interested in any contract or proposed contract with the association.

**38. Surplus Property.**

- i) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association which is registered as a charity under the Charitable Collections Act, 1934, or exempted from registration by or under that Act in which is to vest its surplus property pursuant to section 53(2) of the

Act in the event of the winding up or the cancellation of the incorporation of the association.

- ii) The charity so nominated shall be one which fulfills the requirements specified in section 53(2) (a) – (c) of the Act.

40. **Compliance With Charitable Collections Act, 1934**

The association shall comply with such of the provisions of the Charitable Collections Act, 1934 and the regulations thereunder as are applicable to it.

South West Community Transport  
Constitution – Time Line – 22.9.04

Clause	Item	48 hours	7 days	14 days	21 days	30 days
4 i b	Nomination of Membership		X			
5 iii	Register of members			X		
6 d	Cessation of Membership		X			
8 ii	Register of Membership					X
13 b	Appointment of Board		X			
16 iii	Meetings and Quorum	X				
21 iv	Special General Meet.					X
21 iv	Special General Meet					X
22 i	Notice				X	
25 iii	Adjournment				X	
26 a	Special Resolution				X	