



## **Constitution**

### **The Religious Society of Friends (Quakers) New South Wales Regional Meeting Incorporated**

**ABN 87 840 715 330**

**Under the *Associations Incorporation Act 2009* (NSW)**



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## Part 1 - Preliminary

### 1 Preamble

- 1.1 The world-wide religious association known as *The Religious Society of Friends (Quakers)* consists of autonomous Yearly Meetings, each having its own membership and internal organisation. One such Yearly Meeting is The Religious Society of Friends (Quakers) in Australia Inc. (ABN 16 036 715 933), which is incorporated in the Australian Capital Territory, and of which The Religious Society of Friends (Quakers) New South Wales Regional Meeting Incorporated forms a part. The organisation, policies, discipline and practice of Australia Yearly Meeting and its component meetings are set out in the Australia Yearly Meeting's Handbook.
- 1.2 The Religious Society of Friends (Quakers) New South Wales Regional Meeting Incorporated is associated with a geographic area, being part of the state of New South Wales, as defined in the Handbook.
- 1.3 Members of the Regional Meeting also gather for worship in local groups, variously called Local Meetings, Recognised Meetings, and Worshipping Groups. These smaller groups manage their affairs semi-autonomously, but are linked to and report to the Regional Meeting in accordance with the Handbook. There are also Remote Friends who do not attend any local group.
- 1.4 The following are the formal rules of this Regional Meeting. Many of the processes contained in this Constitution are required in accordance with the laws of New South Wales as they relate to incorporated associations and the laws of the Commonwealth as they relate to registered charities. Where possible, we have referred to, or adopted as closely as possible, the practices set out in the Handbook. However, there are some matters that require us to depart from those practices, such as establishing a Council to manage the affairs of the association, and the passing of Special Resolutions.

### 2 Definitions and interpretation

- 2.1 In this Constitution:

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

**Annual General Meeting** means a Meeting for Worship for Business required to be held annually as provided in clause 31.

**Attender** means a person referred to in clause 12 and entered on the Register as an Attender.

**Australia Yearly Meeting** means The Religious Society of Friends (Quakers) in Australia Incorporated being an incorporated association established under the *Associations Incorporation Act 1991* (ACT) with Registration number A00128 and ABN 16 036 715 933, and as defined in the Handbook.

**Clerk** means the person or persons appointed as secretary of the Regional Meeting in accordance with clause 23.

**Council** means the committee (as defined under the Act) of the Regional Meeting with powers as provided in clause 18.

**Council Member** means a person appointed as a member of the Council pursuant to clause 20 and clause 21.



**Concern** has the same meaning as in the Handbook.

**Constitution** means this constitution as amended from time to time.

**Convenor** means the person or persons appointed to be the chairperson of Meetings for Worship for Business under clause 22 and 35.

**Commissioner** has the same meaning as the word ‘Secretary’ has in the Act which at the time of adoption of this Constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

**Financial Year** means the Regional Meeting’s accounting period of 12 months, which begins on the first day of October and ends on the last day of September each year.

**Handbook** means “The Religious Society of Friends (Quakers) in Australia Inc. Handbook of Practice and Procedure in Australia”, Sixth Edition, (2011) as amended from time to time.<sup>1</sup>

**Income Tax Assessment Act** means the *Income Tax Assessment Act 1997* (Cth).

**In Unity** means that after considering matters, Quakers are united around the sense of the decision that has emerged in the meeting.

**Meeting for Worship for Business** means a meeting at which decisions are made In Unity by Members. A Meeting for Worship for Business is referred to as a General Meeting under the Act and includes an Annual General Meeting.

**Member** means a person entered as a “Member” on the Register in accordance with clause 8.4, and excludes Attenders.

**Membership** means membership of the Regional Meeting.

**Membership Secretary** has the same meaning as in the Handbook.

**Nominations Committee** means the committee established under clause 20.

**Public Officer** means a public officer appointed by an association’s committee in accordance with section 34 of the Act.

**Regional Meeting** means The Religious Society of Friends (Quakers) New South Wales Regional Meeting Incorporated being an incorporated association described in this Constitution and established under the Act with Registration number Y1477413 and ABN 87 840 715 330 and as defined in the Handbook.

**Register** means the register of Members and Attenders of the Regional Meeting.

**Regulation** means the *Associations Incorporation Regulation 2016* (NSW).

**Special Resolution** has the meaning given by clause 38.

**Testimonies** has the same meaning as in the Handbook.

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<sup>1</sup> At the time of adoption of this Constitution, it can be accessed at <https://www.quakersaustralia.info/publications-0/handbook-practice-and-procedure>

**Visitor** has the same meaning as in the Handbook.

2.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) words importing any gender include all other genders;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a law includes regulations and instruments made under the law;
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (h) a reference to a person being present in person includes an individual participating in a meeting as described in clause 2.2(g);
- (i) a power, an authority or a discretion reposed in a Council Member, the Council, the Members in a Meeting for Worship for Business or a Member may be exercised at any time and from time to time;
- (j) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Council; and
- (k) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

2.3 The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

2.4 Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Council.

### **3 Objects**

The objects for which the Regional Meeting is established are to advance religion, including:

- (a) to draw together those who share a faith, often exemplified as living the Testimonies;
- (b) to support the conduct of corporate worship in accordance with the Handbook;



- (c) to nurture and promote the spiritual development of the Members and Attenders of the Regional Meeting;
- (d) to consider, and as appropriate, further the Concerns of Members or the Regional Meeting;
- (e) to facilitate the outreach of the Regional Meeting in spiritual matters and other concerns in the wider Australian community and elsewhere;
- (f) to facilitate the dissemination of information regarding the Regional Meeting, its activities and concerns among its members and the wider community;
- (g) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects; and
- (h) to do such things as are incidental or ancillary to the attainment of these objects.

#### **4 Powers**

The Regional Meeting has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

#### **5 Application of income for objects only**

5.1 The income and the property of the Regional Meeting, however derived:

- (a) must be applied solely towards the promotion of the objects of the Regional Meeting as set out in clause 3; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

5.2 Clause 5.1 does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) of reasonable remuneration for services to the Regional Meeting;
- (b) for goods supplied in the ordinary course of business;
- (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause 5.2 by the Members in a Meeting for Worship for Business;
- (d) of reasonable rent for premises let by a Member; or
- (e) for reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Regional Meeting.

#### **6 Winding up and cancellation**

6.1 The Regional Meeting may be wound up by Special Resolution.

6.2 In the event of the winding up or the cancellation of the incorporation of the Regional Meeting, the surplus assets of the Regional Meeting must not be distributed to any Members or former Members.

6.3 Subject to the Act and any court order made under section 63 of the Act, the surplus assets must be given or transferred to the Australia Yearly Meeting, if that would be in



furtherance of the Objects of the Regional Meeting and provided the Australia Yearly Meeting meets the requirements of sub-clause 6.4(a) and (b).

- 6.4 In the event of the Australian Yearly Meeting having been wound up, or is otherwise unable to accept the transfer referred to in clause 6.3, the surplus assets must be given or transferred to 1 or more funds or institutions:
- (a) that has charitable objects similar to, or inclusive of, the Regional Meeting; and
  - (b) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the Regional Meeting under this Constitution.
- 6.5 The funds or institutions to which the surplus assets are to be given under clause 6.4 must be decided by Special Resolution at or before the time of dissolution.

## **Part 2 - Membership**

### **7 Membership qualifications**

- 7.1 The Members as at the date of adoption of this Constitution and any person the Council approves as a Member under clause 8.2 are the Members of the Regional Meeting.
- 7.2 A person is qualified to be a Member if the person:
- (a) is a natural person;
  - (b) is 18 years of age and over;
  - (c) agrees to be bound by this Constitution;
  - (d) is in sympathy with the Testimonies; and
  - (e) has applied and been accepted into Membership of the Regional Meeting under clause 8.

### **8 Application for Membership**

- 8.1 An application for Membership:
- (a) must be made in writing and signed by the applicant; and
  - (b) must be lodged with the Clerk.
- 8.2 As soon as practicable after receiving an application for Membership, the Clerk must bring the application before a Meeting for Worship for Business. At that Meeting for Worship for Business, the Meeting for Worship for Business must appoint two or more Visitors and arrange for the applicant to meet with those Visitors in accordance with the process set out in the Handbook. The Visitors must report on the application to a Meeting for Worship for Business. The Meeting for Worship for Business will determine whether to accept or to reject the application. If accepted, the applicant becomes a Member.
- 8.3 As soon as practicable after the Meeting for Worship for Business makes that determination, the Clerk must
- (a) notify the applicant, in writing, that the Regional Meeting accepted or rejected the application (whichever is applicable); and



(b) otherwise follow the process outlined in the Handbook.

8.4 If the application is accepted, the Membership Secretary must enter the applicant's name in the Register.

8.5 The Regional Meeting shall maintain at least 5 Members.

## **9 Cessation of Membership**

A person ceases to be a Member if the person:

(a) dies; or

(b) resigns Membership; or

(c) Membership lapses in accordance with the Handbook; or

(d) is expelled from the Regional Meeting under clause 16.

## **10 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on cessation of the person's Membership.

## **11 Resignation and transfer of Membership**

11.1 A Member may resign that Membership in accordance with this clause 11.

11.2 A Member may resign from Membership by:

(a) first giving to the Clerk written notice of the Member's intention to resign; or

(b) following the process outlined in the Handbook for transferring their membership to another regional meeting or other Quaker meeting; and

11.3 The resignation is effective after formal acceptance of the action in 11.2(a) or (b) by the Meeting for Worship for Business.

## **12 Attenders**

12.1 Attenders of the Regional Meeting are:

(a) any person who is recognised as an Attender by the Regional Meeting at the date of adoption of this Constitution; and

(b) after the date of adoption of this Constitution, any person who is recognised as an Attender in accordance with the Handbook.

12.2 Attenders may be invited to:

(a) attend and speak at a Meeting for Worship for Business; and

(b) participate in decision making, other than in respect of:

(i) Membership matters in Part 2 of this Constitution; and



(ii) Special Resolutions as set out in clause 38.

12.3 Despite the limitations on participation in decision making set out in clause 12.3(a) and (b), no decisions made In Unity by a Meeting for Worship for Business are invalid merely due to the participation of Attenders in the decision.

### **13 Register of Members and Attenders**

13.1 The Membership Secretary must establish and maintain a Register specifying:

- (a) the name of the Member or Attender; and
- (b) the postal, residential or email address of the Member or Attender.

13.2 The Register must be kept in New South Wales:

- (a) at the main premises of the Regional Meeting; or
- (b) if the Regional Meeting has no premises, at the Regional Meeting's official address, or in the custody and control of the Clerk.

13.3 The Register must be open for inspection, free of charge, by any Member or Attender at any reasonable hour.

13.4 If a Member ceases to be a Member under clause 11.2, and in every other case where a Member ceases to hold Membership, the Membership Secretary must make an appropriate entry in the Register.

13.5 An Attender may be removed from the Register by resolution made In Unity by a Meeting for Worship for Business.

### **14 Membership fees**

14.1 The Members shall not pay membership fees.

### **15 Dispute resolution and disciplining of Members**

15.1 In the event of a dispute arising between Members, (in their capacity as Members) or between a Member(s) and the Regional Meeting, the parties to the dispute will follow the guidelines on 'Grievance Handling, Complaints and Dispute Resolution' set out in the Handbook.

15.2 The Members in a Meeting for Worship for Business must appoint a person to be responsible for the investigation and resolution of all complaints made to the Regional Meeting by Members, including members of the public. The person so appointed must follow the guidelines on 'Grievance Handling, Complaints and Dispute Resolution' set out in the Handbook and report back to the Meeting for Worship for Business with details of the complaints received and the way that they have been resolved.

### **16 Disciplining of Members**

16.1 A complaint may be made to the Council by any person that a Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Regional Meeting; or



- (c) has acted or made statements which in the reasonable opinion of the Council are inconsistent with, or contrary to, the objects of the Regional Meeting or the Testimonies.
- 16.2 On receiving such a complaint, the complaint should be dealt with under the 'Grievance Handling, Complaints and Dispute Resolution' guidelines set out in the Handbook.
- 16.3 If a complaint cannot be resolved through the 'Grievance Handling, Complaints and Dispute Resolution' guidelines set out in the Handbook, the Council:
  - (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 Council in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 16.4 The Council may, by resolution, terminate the Membership of the Member from the Regional Meeting or suspend the Member 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.
- 16.5 If the Council terminates the Membership of, or suspends, a Member, the Clerk 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 Council for having taken that action and of the Member's right of appeal under clause 17.
- 16.6 The termination of Membership 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 Regional Meeting confirms the resolution under clause 17.5, whichever is the later.

## **17 Right of appeal of disciplined Member**

- 17.1 A Member may appeal to the Members in a Meeting for Worship for Business against a resolution of the Council under clause 16, within 7 days after notice of the resolution is served on the Member, by lodging with the Clerk a notice to that effect.
- 17.2 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.
- 17.3 On receipt of a notice from a Member under clause 17.1, the Clerk must notify the Council which is to convene a Meeting for Worship for Business of the Regional Meeting to be held within 28 days after the date on which the Clerk received the notice.



- 17.4 At a Meeting for Worship for Business convened under clause 17.3:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Council and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present (excluding the disciplined Member) are to discern and seek to make the decision In Unity to uphold the appeal or to uphold the termination of Membership.
- 17.5 If the Meeting for Worship for Business passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **Part 3 - The Council**

#### **18 Powers of the Council**

- (a) Subject to clause 18(b), the Council will manage the affairs of the Regional Meeting, but only in so far as to ensure that all decision making is undertaken by the Members in Meetings for Worship for Business.
- (b) The Council may act in connection with the affairs of the Regional Meeting in case of emergencies, including to ensure compliance with any law by the Regional Meeting, where such conduct does not in substance breach the principle of In Unity or to address any minor administrative matters.
- (c) Decisions made outside a Meeting for Worship for Business must be reported to the next Meeting for Worship for Business for endorsement.
- (d) Each Council Member must comply with the duties described in governance standard 5 as set out in the regulations made under the ACNC Act and such other obligations as apply under the Act from time to time.

#### **19 Constitution and Membership**

- 19.1 The Council is to consist of at least 3 Members, each of whom is to be appointed at a Meeting for Worship for Business under clause 21 or to fill a casual vacancy under clause 19.7.
- 19.2 The Council is to consist of at least the following officeholders:
- (a) Clerk;
  - (b) Treasurer;
- and may include:
- (c) an Assistant Clerk; and
  - (d) an Assistant Treasurer.
- 19.3 A Council Member may not be an employee of the Regional Meeting.
- 19.4 A Clerk may not hold the position of Treasurer or Assistant Treasurer.



- 19.5 Each Council Member is, subject to this Constitution, to hold office commencing on the first day of the financial year until the end of the financial year, or as determined by the Meeting for Worship for Business, but is eligible for re-appointment.
- 19.6 Council Members may be reappointed as Council Members provided that a Council Member's period of continuous service to the Regional Meeting does not exceed a period of 6 years.
- 19.7 In the event of a casual vacancy occurring in the membership of the Council or if at any time the number of Council Members is less than the number required to constitute a quorum for a Council meeting, the Council may appoint a Member to fill the vacancy or to enable the quorum to be constituted, respectively and the Member so appointed is to hold office, subject to this Constitution, until the term of their appointment has concluded.

## **20 Nominations Committee**

- 20.1 The Nominations Committee shall be established as a committee to the Regional Meeting.
- 20.2 Nominations for candidates for appointment as a member of the Nominations Committee will be made in accordance with the process outlined in the Handbook.
- 20.3 Nominations are then put to the Meeting for Worship for Business, which must determine In Unity to appoint or not appoint the candidate as a member of the Nominations Committee, and the terms on which that appointment is made.

## **21 Appointment of Council**

- 21.1 Nominations of candidates for appointment as Council Members are made by Nominations Committee, following the process as outlined in the Handbook.
- 21.2 Nominations are then brought to a Meeting for Worship for Business, which must determine In Unity to appoint or not appoint the candidate to the Council.

## **22 Convenor of Council meetings**

- 22.1 A Clerk from time to time is the Convenor.
- 22.2 If a Council meeting is held and the Convenor is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, then the Council Members present must appoint 1 of their number to be a Convenor of the meeting.

## **23 Clerk**

- 23.1 The role of a Clerk is to handle correspondence, and prepare for, and facilitate Meetings for Worship for Business. A Clerk drafts minutes immediately after discussion of any point, discerning the sense of the meeting until there is unity. The Clerk supervises the carrying out of actions arising from the recorded decisions. In addition, the Clerk represents the meeting in contacts with other people and bodies.
- 23.2 There may be one or more Clerks.
- 23.3 The Members must appoint a Member other than the Treasurer as a Clerk in accordance with clause 21.2.
- 23.4 The Clerk may be appointed as Public Officer.
- 23.5 The Members may suspend or remove a Clerk from that office at a Meeting for Worship for Business.



- 23.6 A Clerk holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as outlined in the Handbook and as determined by the Members in a Meeting for Worship for Business. The exercise of those powers and authorities and the performance of those duties by a Clerk are subject at all times to the agreement of the Meeting for Worship for Business.
- 23.7 The Clerk must, as soon as practicable after being appointed as Clerk, lodge notice with the Regional Meeting of their address.
- 23.8 Unless otherwise determined by the Council, it is the duty of the Clerk to keep minutes of:
- (a) all appointments of Council Members;
  - (b) the names of Council Members present at a Meeting for Worship for Business; and
  - (c) all proceedings at a Meeting for Worship for Business.
- 23.9 Minutes of proceedings at a meeting referred to in clause 23.8(c) must be confirmed by the Members at the next succeeding meeting.

## **24 Treasurer**

- 24.1 The Members must appoint a Member other than a Clerk as a Treasurer in accordance with clause 19.3.
- 24.2 The Members may suspend or remove a Treasurer from that office.
- 24.3 Unless otherwise determined by the Council, it is the duty of the Treasurer of the Regional Meeting to ensure:
- (a) that all money due to the Regional Meeting is collected and received and that all payments authorised by the Regional Meeting are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the Regional Meeting, including full details of all receipts and expenditure connected with the activities of the Regional Meeting.
  - (c) they act in accordance with their role as outlined in the Handbook and as determined by the Members in a Meeting for Worship for Business.

## **25 Vacancy of Council Member**

For the purposes of this Constitution, a casual vacancy in the office of a Council Member occurs if that person:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Clerk;
- (e) is removed from office under clause 26;
- (f) becomes a mentally incapacitated person;

- (g) is absent without the consent of the Council from all meetings held during a period of 6 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;
- (i) becomes prohibited, disqualified or removed from being a committee member by any reason of any order of any court of competent jurisdiction or regulator;
- (j) makes statements which are inconsistent with, or contrary to, the objects of the Regional Meeting or the Testimonies; or
- (k) is no longer willing or able to subscribe to the objects of the Regional Meeting.

## **26 Removal of Council Member**

- 26.1 The Members in a Meeting for Worship for Business may by resolution remove any Council Member from that office before the expiration of the Council Member's term of office and may appoint another person to hold office, in accordance with the process set out in clause 21, until the expiration of the term of office of the Council Member so removed.
- 26.2 If a Council Member to whom a proposed resolution referred to in clause 26.1 relates makes representations in writing to the Clerk (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Clerk may send a copy of the representations to each Member 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.

## **27 Meetings of the Council**

- 27.1 The Council must meet only as necessary to fulfil their obligations under clause 18 and under the Act, and at such place and time as the Council may determine.
- 27.2 Additional meetings of the Council may be convened by the Convenor or by any Council Member.
- 27.3 Oral or written notice of a meeting of the Council must be given by the Clerk to each Council Member at least 48 hours (or such other period as may be unanimously agreed on by the Council Members) before the time appointed for the holding of the meeting.
- 27.4 Notice of a meeting given under clause 27.3 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 Council Members present at the meeting unanimously agree to treat as urgent business.
- 27.5 Two or a majority of Council Members, whichever is the greater, constitutes a quorum for the transaction of the business of a meeting of the Council.
- 27.6 No business is to be transacted by the Council 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, or as agreed by those present.
- 27.7 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.



## **28 Delegation by Council to sub-committee**

- 28.1 The Council may, as agreed by the Meeting for Worship for Business, by instrument in writing and guided by the Handbook, delegate to 1 or more sub-committees (consisting of such Members and Attenders as brought forward by the Nominations Committee) the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- 28.2 The Clerk is an ex-officio member of all sub-committees, which does not include the Nominations Committee.
- 28.3 A function the exercise of which has been delegated to a sub-committee under clause 28.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 28.4 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.
- 28.5 Despite any delegation under this clause 28, the Council may continue to exercise any function delegated.
- 28.6 Any act by a sub-committee acting in the exercise of a delegation under this clause 28 has the same force and effect as it would have if it had been done by or to the Council.
- 28.7 The Meeting for Worship for Business, or in emergencies the Council, may, by instrument in writing, revoke wholly or in part any delegation under this clause 28.
- 28.8 A sub-committee may meet and adjourn as it thinks proper.

## **29 Decisions at Council meetings**

- 29.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined In Unity by the members of the Council or sub-committee present at the meeting.
- 29.2 Subject to clause 27.5, the Council may act despite any vacancy on the Council.
- 29.3 Any act by the Council or a sub-committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.
- 29.4 Circular resolutions
- (a) The Council may pass a resolution without a Council meeting being held if a quorum of the Council members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
  - (b) Separate copies of a document may be used for signing by Council members if the wording of the resolution and statement is identical in each copy.
  - (c) The resolution is passed when the last Council member signs.



## **Part 4 – Meetings for Worship for Business**

### **30 Reserve powers of the Members**

The Members acting in Meetings for Worship for Business make all decisions concerning the affairs of the Regional Meeting, in accordance with clause 39. For the avoidance of doubt, the power of the Council to manage the affairs of the Regional Meeting is limited in the manner described in clause 18.

### **31 Annual General Meetings**

31.1 The Regional Meeting must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year, convene a Meeting for Worship for Business as an Annual General Meeting of its Members.

31.2 Clause 31.1 has effect subject to any extension or permission granted by the Commissioner.

31.3 The Annual General Meeting is, subject to the Act and to clause 31.1, to be convened on such date and at such place and time as the Council thinks fit.

### **32 Business at Annual General Meetings**

32.1 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 held since that meeting;
- (b) to receive from the Council reports on the activities of the Regional Meeting during the last preceding Financial Year;
- (c) to note the appointment of Council Members; and
- (d) to receive and consider the financial statement which is required to be submitted to Members under the Act.

32.2 An Annual General Meeting must be specified as such in the notice convening it.

### **33 Notice of Meetings for Worship for Business**

33.1 Except where the nature of the business proposed to be dealt with at a Meeting for Worship for Business requires a Special Resolution of the Regional Meeting, the Clerk must, at least 14 days before the date fixed for the holding of the Meeting for Worship for Business, give 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.

33.2 Where the nature of the business proposed to be dealt with at a Meeting for Worship for Business requires a Special Resolution of the Regional Meeting, the Clerk must, at least 21 days before the date fixed for the holding of the Meeting for Worship for Business, cause notice to be given to each Member specifying, in addition to the matters required under clause 33.1, the intention to propose the resolution as a Special Resolution.

33.3 No business other than that specified in the notice convening a Meeting for Worship for Business is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 32.1.



- 33.4 A Member desiring to bring any business before a Meeting for Worship for Business may give notice in writing of that business to the Clerk who must include that business in the next notice calling a Meeting for Worship for Business given after receipt of the notice from the Member.

#### **34 Procedure at Meetings for Worship for Business**

- 34.1 No item of business is to be transacted at a Meeting for Worship for Business unless a quorum of Members is present during the time the meeting is considering that item.
- 34.2 Five (5) Members present in person constitute a quorum for the transaction of the business of a Meeting for Worship for Business.
- 34.3 If within half an hour after the appointed time for the commencement of a Meeting for Worship for Business a quorum is not present, the meeting 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.
- 34.4 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 3 Members) is to constitute a quorum.

#### **35 Convenor of Meetings for Worship for Business**

- 35.1 The Convenor is to preside at each Meeting for Worship for Business.
- 35.2 If the Convenor is absent or unwilling to act, or a matter concerns the position of Clerk, the Members present must appoint 1 of their number to preside at the meeting.

#### **36 Adjournment**

- 36.1 The Convenor of a Meeting for Worship for Business 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.
- 36.2 If a Meeting for Worship for Business is adjourned for 14 days or more, the Clerk must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 36.3 Except as provided in clauses 36.1 and 36.2, notice of an adjournment of a Meeting for Worship for Business or of the business to be transacted at an adjourned meeting is not required to be given.

#### **37 Conduct of Meetings for Worship for Business**

- 37.1 The Convenor of a Meeting for Worship for Business has charge of the general conduct of the meeting, ensuring it is held in the manner of the 'Quaker process' as defined in the Handbook and of the procedures to be adopted at the meeting, and may make any decision they consider necessary or desirable to the orderly conduct of the Meeting for Worship for Business, and a decision by the Convenor under this clause is final.
- 37.2 A resolution is taken as carried if it is adopted In Unity by the Members present at a Meeting for Worship for Business.



### **38 Special Resolution**

A resolution of the Regional Meeting as set out in clause 33.2 is a Special Resolution:

- (a) if it is supported by at least three-quarters of the votes cast by Ordinary Members of the association present, who, under this Constitution, are entitled to vote on the proposed resolution;
- (b) at a Meeting for Worship for Business of which notice has been given to its Members no later than 21 days before the date on which the meeting is held;
- (c) where the notice specifying the intention to propose the resolution as a special resolution was given in accordance with clause 33; or
- (d) 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 38(a), if the resolution is passed in a manner specified by the Commissioner.

### **39 Making of decisions**

The Regional Meeting at all times is to make decisions In Unity, in accordance with the Handbook.

### **40 Proxy voting**

Proxy voting must not be undertaken at or in respect of a Meeting for Worship for Business.

### **41 Postal or electronic ballots**

The Regional Meeting may not hold a postal or electronic ballot.

## **Part 5 - Miscellaneous**

### **42 Insurance**

The Regional Meeting may effect and maintain insurance.

### **43 Sources of Funds**

43.1 The funds of the Regional Meeting are to be derived from:

- (a) donations;
- (b) bequests; and
- (c) such other sources as a Meeting for Worship for Business determines.

43.2 All money received by the Regional Meeting must be deposited as soon as practicable and without deduction to the credit of the Regional Meeting's bank account.

43.3 The Regional Meeting must, as soon as practicable after receiving any money, issue an appropriate receipt.



#### **44 Management of Funds**

- 44.1 Subject to clause 5 and any resolution passed by the Members in a Meeting for Worship for Business, the funds of the Regional Meeting are to be used in pursuance of the objects of the Regional Meeting in such manner as the Council determines.
- 44.2 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by any 2 Council Members or employees of the Regional Meeting, being Members or employees authorised to do so by the Council.

#### **45 Alteration of Constitution**

- 45.1 This Constitution may be altered, rescinded or added to only by a Special Resolution of the Regional Meeting.
- 45.2 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Regional Meeting to no longer be a charity.

#### **46 Custody of books**

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Regional Meeting must be kept in New South Wales:

- (a) at the premises of the Regional Meeting in the custody of the Clerk or a Member (as the Council determines); or
- (b) if the Regional Meeting has no premises, at the Regional Meeting's official address, or in the custody and control of the Clerk.

#### **47 Inspection of books**

- (a) The records, books and other documents of the Regional Meeting must be open to inspection, free of charge, by a Member at any reasonable hour.
- (b) Despite clause 47(a), the Council may refuse to permit a Member to inspect or obtain a copy of records of the Regional Meeting that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Regional Meeting.

#### **48 Service of notices**

- 48.1 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;
  - (b) by sending it by post to the address of the person; or
  - (c) by sending it by some form of electronic transmission to an electronic address nominated by the Member.
- 48.2 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; and



- (b) in the case of a notice sent by ordinary post:
  - (i) if sent to an address in Australia, 3 days after the date of its posting; and
  - (ii) if sent to an address outside Australia, 5 days after the date of its posting.
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.