

Big Yellow Umbrella Incorporated

16 – 24 Queen Street Narellan, NSW, 2567



Constitution

Of Big Yellow Umbrella Incorporated

Adopted on the xxxxxxxxxx

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1. AMENDMENT PAGE

VERSION	AMENDMENT DETAILS	DATE
1.0	New Document	

2. NAME OF CHARITABLE ORGANISATION

- 2.1. The name of the CHARITABLE ORGANISATION is **Big Yellow Umbrella Incorporated** hereafter referred to as BYU.

3. DEFINITIONS AND INTERPRETATION

- 3.1. Definition In this Constitution unless the contrary intention appears:

‘Act’ means the Associations Incorporation Regulation 2010 and or the Associations Incorporations Act 2009.

‘Board’ means the body managing BYU and consisting of the elected Board members.

‘Commissioner’ means the Commissioner of the Office of Fair Trading.

‘Committee Members’ means members of the Board.

‘Constitution’ means this Constitution.

‘Board Member’ means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

‘General Meeting’ means the annual or any special general meeting of BYU.

‘Individual Member’ means a registered, financial Member of BYU who is at least 18 years of age.

‘Intellectual Property’ means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to BYU or any activity of or conducted, promoted or administered by BYU in New South Wales.

‘Junior Member’ means a registered Member of the Charity who is aged between 12 and 18 years of age.

‘Life Member’ means an Individual appointed as a Life Member of BYU under section 6.2.

‘Local area’ means the geographical area for which BYU is responsible and which is known as South Western Sydney and the emerging developments of Greater Sydney.

‘Member’ means a Member of BYU for the time being under section 6.1.

‘Objects’ means the Objects of BYU in section 4 of the Constitution of BIG Yellow Umbrella Incorporated.

‘Public Officer’ means the person appointed to be the Public Officer of BYU in accordance with the Act.

‘Register’ means a register of Members kept and maintained in accordance with section 7.

‘Regulations’ refer to the Regulations of Big Yellow Umbrella Incorporated.

‘Secretary’ means (a) The person holding office under this Constitution as secretary of BYU; or
(b) If no such person holds that office then the Public Officer of BYU.

'Special general meeting' means a general meeting of the BYU other than an Annual General Meeting.

'Special Resolution' means a Special Resolution defined in the Act.

3.2. Interpretation 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, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty
- c) words importing the singular include the plural and vice versa
- d) words importing any gender include the other genders
- e) references to persons include corporations and bodies politic
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person
- g) a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction) and
- h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

3.3. Severance

- a) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

3.4. The Act

- a) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

4. OBJECTS OF THE CHARITABLE ORGANISATION (BYU)

- 4.1. BYU will provide practical assistance and services for the relief of poverty, distress and misfortune to disadvantaged and marginalized people in the Local Area.
- 4.2. BYU strives to build strong and empowered communities, where people of all ages and backgrounds are supported to actively participate in community life, reducing isolation and disadvantage and improving overall quality of life.
- 4.3. Aims Of BYU

4.3.1. BYU aims to:

- Cater for recreational, educational and developmental needs of the community by offering information, activities, services and referrals and encouraging connections.
- Contribute to the relief of disadvantage and to the promotion of the wellbeing of individuals, groups and communities in the Local Area.
- Develop programmes and services for people in the Local Area of all ages and circumstances, particularly for the relief of distress, suffering, misfortune and helplessness.
- Stimulate community development by developing partnerships with any bodies whose objects are altogether or in part similar to those of BYU.
- Promote and assist the establishment of new services and activities in the Local Area.
- Communicate the issues and concerns of residents and services when needed to appropriate structures/agencies.

5. POWERS OF THE CHARITABLE ORGANISATION (BYU)

- 5.1. Solely for furthering the Objects, BYU has the rights, powers and privileges conferred on it under the Act and this Constitution and the Regulations.

6. MEMBERS

- 6.1. The Members of BYU shall consist of:

- a) Life Members, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.
- b) Individual Members, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings and
- c) Junior Members shall be between 12 and 18 years of age and subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings. Junior Members can participate in sub-committees as the Board deems appropriate.

- 6.2. Life Members

- a) The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the BYU be appointed as a Life Member.
- b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- c) A person must accept or reject the BYU's resolution to confer life membership in writing. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6.3. Membership Qualifications

A person is qualified to be a member of BYU if but only if:

- 6.3.1. The person is a person referred to in Section 2 of the Act (Regulations) and has not ceased to be a member of the BYU at any time after incorporation of BYU under the Act; or
- 6.3.2. The person is a natural person:
 - (a) Who has been nominated for membership of BYU as provided by under section 6.4. of this Constitution; and
 - (b) Who has been approved for membership of BYU by the Board of BYU.
 - (c) The person is not a paid employee of BYU.

6.4. Nomination for Membership

- 6.4.1. A nomination of a person for membership of BYU:
 - (a) Must be made by a member of BYU in the form set out in Appendix 1 to this Constitution; and
 - (b) Must be lodged with the Secretary of BYU.
- 6.4.2. As soon as practicable after receiving nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- 6.4.3. As soon as practicable after the Board makes that determination, the Secretary must:
 - (a) Notify the nominee, in writing or by electronic means, that the Board approved or rejected the nomination (whichever is applicable) and
 - (b) If the Board approved the nomination, request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable as determined by the Board in terms of section 4 of the Regulations.
- 6.4.4. The Secretary must, on payment by the nominee of the amount of the appropriate fees within the period referred to in section 6.4.3. (b) of this Constitution, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of BYU.

6.5. Cessation of Membership

- 6.5.1. A person ceases to be a member of BYU if the person:
 - (a) Dies; or
 - (b) Resigns membership; or
 - (c) Is expelled from BYU; or
 - (d) Fails to pay the annual subscription within four (4) weeks of the due date.

6.6. Membership Entitlement Not Transferrable

6.6.1. A right, privilege or obligation which a person has by reason of being a member of BYU:

- (a) Is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the persons membership.

6.7. Resignation Of Membership

6.7.1. A member of BYU is not entitled to resign that membership except in accordance with this section.

6.7.2. A member of the BYU who has paid all amounts payable by the member to BYU in respect of the member's membership may resign from the membership of BYU by first giving to the Secretary written notice of at least one (1) month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

6.7.3. If a member of BYU ceases to be a member under section 6.5.1 of this Constitution and in every case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the reason on which the member ceased to be a member.

7. MEMBERSHIP APPLICATION

7.1. Application for Membership

7.1.1. An application for membership must be:

- a) in writing on the form prescribed from time to time by the Board (a sample of which is attached to the Regulations), from the applicant or its nominated representative and lodged with BYU and
- b) accompanied by the appropriate fee (if any).

7.1.2. Discretion to Accept or Reject Application

- a) The Board may accept or reject an application whether the applicant has complied with the requirements herein or not. The Board shall not be required or compelled to provide any reason for such acceptance or rejection.
- b) Where the Board accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board. The Register shall be amended accordingly as soon as practicable.
- c) Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Board.

7.1.3. Renewal

- a) Members must renew their membership annually in accordance with the procedures set down by BYU in Section 4 of the Regulations from time to time.

7.2. Deemed Membership

- 7.2.1. All persons who are, prior to the approval of this Constitution under the Act, Members of BYU, shall be deemed Members from the time of approval of this Constitution under the Act.
- 7.2.2. Any Members of BYU, prior to approval of this Constitution under the Act, who are not deemed Members under clause 7.2.1 shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

8. REGISTER OF MEMBERS

8.1. BYU to Keep Register

- 8.1.1. The Public Officer of BYU must establish and maintain a register of members of BYU specifying the name, address, email address if applicable and contact phone number of each person who is a member of BYU together with the date on which the person became a member.
- 8.1.2. The register of members must be kept at the principal place of administration of BYU and must be open for inspection, free of charge, by any member of BYU at any reasonable hour.

9. DISCIPLINE

- 9.1. The Board may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee
 - b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of BYU and
 - c) brought BYU, or any other Member into disrepute.
- 9.2. That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of BYU set out in Section 11 of the Regulations, the Code of Conduct and the Performance Management Policy and Procedure.
- 9.3. The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in Section 11 of the Regulations but is subject always to the Act and Constitution of BYU.

10. SUBSCRIPTIONS AND FEES

- 10.1. The annual membership subscription (if any) and any fees or other levies payable by Members to BYU and the time for and manner of payment shall be as determined by the Board in terms section 4 of the Regulations.

11. EXISTING MANAGEMENT COMMITTEE (HEREIN AFTER REFERRED TO AS THE BOARD)

- 11.1. The Members of the Board of BYU in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of the Board shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

12. POWERS OF THE BOARD

- 12.1. Subject to the Act and this Constitution, the business of the BYU shall be managed, and the powers of BYU shall be exercised by the Board.
 - 12.1.1. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.
 - 12.1.2. The Board has the power to act subject to the Act and Regulation, Section 6 of the Regulations, this Constitution and to any resolutions passed by BYU at a general meeting and:
 - (a) Is to control and manage the affairs of BYU; and
 - (b) May exercise all such functions as may be exercised by BYU, other than those functions that are required by this Constitution to be exercise by a general meeting of members of BYU; and
 - (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the management of the affairs of BYU.
- 12.2. Composition of the Board
 - 12.2.1. The Board shall comprise of elected Members as outlined in Section 6 of BYU's Regulations. In addition:
 - 12.2.2 Two members related by marriage/defacto or birth shall not hold office bearer positions at the same time.
 - 12.2.3. Sessional workers, employees of BYU or their immediate family cannot be members of the Board.
 - 12.2.4. No member of the Board shall have been employed by BYU. in the previous two (2) years.
- 12.3. Election and Appointment of the Board
 - a) The elected Board members shall be elected under section 13.

12.4. Portfolios

- a) The Board may allocate portfolios to members of the Board.

13. ELECTED BOARD MEMBERS

13.1. Nomination for the Board

- a) Nominations for elected Board positions shall be called for twenty-one (21) days prior to the Annual General Meeting.

13.1.2. Potential applicants must provide details of their qualifications and fulfil the criteria of the position descriptions. The assessment of the necessary qualifications and compliance with the requirements of the position descriptions shall be determined by the Board from time to time.

13.1.3. Nominees for elected Board positions must declare any position they hold in any other organisations.

13.2. Form of Nomination

13.2.1. Nominations must be:

- a) in writing or via electronic means
- b) on the prescribed form (a sample of which is attached to the Regulations) provided for that purpose
- c) signed by two Individual Members
- d) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated
- e) delivered to the Secretary not less than seven (7) days before the date fixed for the Annual General Meeting

13.3. Elections

13.3.1. If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

13.3.2. If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under section 14.3.1. the positions will be deemed casual vacancies under section 14.1.

13.3.3. If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared (a sample of which is attached to the Regulations) containing the names of the candidates in alphabetical order for each vacancy on the Board.

13.3.4. Voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.

13.4. Term of Appointment for Elected Board Members

13.4.1. Members of the Board elected under section 13.3. shall be elected for a term of two years.

13.4.2. Subject to provisions in this Constitution relating to early retirement or removal of Board Members, elected Board Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the Annual General Meeting 2 years after.

14. VACANCIES ON THE BOARD

14.1. Casual Vacancies

14.1.1 Any casual vacancy occurring in the position of Board Member may be filled by remaining Board Members from among appropriately qualified persons.

14.1.2. Any casual vacancy may only be filled for the remainder of the Board Member's term under this Constitution.

14.2. Grounds for Termination of Board Member

14.2.1. In addition to the circumstances in which the office of a Board Member becomes vacant by virtue of the Act, the office of a Board Member becomes vacant if the Board Member:

- a) dies
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- d) resigns his office in writing to BYU
- e) is absent without the consent of the Board from meetings of the Board for two consecutive meetings
- f) holds any office of employment with BYU without the approval of the Board
- g) is directly or indirectly interested in any contract or proposed contract with BYU and fails to declare the nature of that interest

14.2.2. A Board position will also become vacant if, In the opinion of the Board (but subject always to this Constitution) a Board Member has:

- a) acted in a manner unbecoming or prejudicial to the Objects and interests of BYU
- b) brought BYU into disrepute
- c) is removed by Special Resolution
- d) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth.)

14.3. Board May Act

14.3.1. In the event of a casual vacancy or vacancies in the office of a Board Member or Members, the remaining Board Members may act.

14.3.2. However, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

15. MEETINGS OF THE BOARD

15.1. Board to Meet

15.1.1. The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act).

15.1.2. Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.

15.1.3. A Member of the Board may at any time convene a meeting of the Board within reasonable time (deemed to be at least 7 days).

15.1.4. Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting in terms of 14.3.

15.2. Decisions of the Board

15.2.1. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Board Members shall for all purposes be deemed a determination of the Board.

15.2.2. All Board Members shall have one vote on any question.

15.2.3. Where voting is equal, the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote, the motion will be lost.

15.3. Resolutions Not in Meeting

15.3.1. A resolution in writing that has been signed or assented to by letter, email or other form of visible or other electronic communication by a majority of Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held.

15.3.2. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

i. All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

ii. Notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Board Members are not required to be present in person.

- iii. If a failure in communications prevents section 15.3 from being satisfied by the number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this section to be held, then the meeting shall be suspended until section 15.3 is satisfied again. If such condition is not satisfied within fifteen minutes from the scheduled commencement time, the meeting shall be deemed to have been terminated or adjourned.
- iv. Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Board Member is there present.
- v. If no Board Member is there present, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

15.4. Quorum

- 15.4.1. At meetings of the Board the number of Board Members whose presence is required to constitute a quorum is three (3).

15.5. Notice of Board Meetings

- 15.5.1. Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Board shall be given to each Board Member.
- 15.5.2. The agenda shall be forwarded to each Board Member not less than four (4) days prior to such meeting.

15.6. Chairperson

- 15.6.1. The Board shall appoint a Chairperson from among its number.
- 15.6.2. The Chairperson shall be the nominal head of BYU and will act as chair of any Board meeting or General Meeting at which he or she is present.
- 15.6.3. If the Chairperson is not present or is unwilling or unable to preside at a Board meeting the Vice Chairperson is to preside as chair for that meeting only.

15.7. Conflict of Interest

- 15.7.1. A Board Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise in terms of the Conflict of Interest Policy and Procedure.
- 15.7.2. He or she shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matters and shall not be entitled to vote in respect of such matters.
- 15.7.3. If the Board Member casts a vote, the vote shall not be counted.
- 15.7.4. In the event of any uncertainty as to whether it is necessary for a Board Member to absent himself or herself from discussions and refrain from voting, the issue should

be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

15.8. Disclosure of Interests

15.8.1. The nature of the interest of a Board Member must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists.

15.8.2. In any other case, the interest should be revealed to the Board at the next meeting of the Board.

15.8.3. If a Board Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes interested.

15.8.4. All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

15.9. General Disclosure

15.9.1. A general notice stating that a Board Member is a Member of any specified firm or company and that he or she is 'interested' in, all transactions with that firm or company is sufficient declaration under clause 15.8.

15.9.2. After the distribution of the general notice, it is not necessary for the Board Member to give a special notice regarding any particular transaction with that firm or company.

15.10. Recording Disclosures

15.10.1 Any declaration made, any disclosure or any general notice given by a Board Member in accordance with clauses 15.7, 15.8 and/or 15.9 must be recorded in the minutes of the relevant meeting.

15.11. Payment Of Office-Bearers And Board Members

15.11.1 A member of the Board shall not be appointed to any salaried office of BYU or any office of BYU paid by fees.

15.11.2. No remuneration or other benefit in money or moneys worth shall be given by BYU to any members of the Board 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 BYU's bankers for money lent to the BYU, and
- (c) Reasonable and proper rent for premises let to BYU.

16. DELEGATIONS

16.1. Board May Delegate Functions

- 16.1.1. The Board may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.
- 16.1.2. The Board will determine what powers these committees are given.
- 16.1.3. In exercising its power under this section, the Board must take into account broad stakeholder involvement.
- 16.2. Delegation by Instrument
 - 16.2.1. In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - a) this power of delegation and
 - b) a function imposed on the Board or the management of BYU by the Act, any other law, this Constitution, or by resolution of BYU in a General Meeting.
- 16.3. Delegated Function Exercised in Accordance with Terms
 - 16.3.1. A function, the exercise of which has been delegated under this section, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- 16.4. Procedure of Delegated Entity
 - 16.4.1. The procedures for any entity exercising delegated power shall, subject to this Constitution and Section 8 of the Regulations and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under section 15.
 - 16.4.2. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
 - 16.4.3. The entity shall also provide any other reports, minutes and information required by the Board.
- 16.5. Delegation May Be Conditional
 - 16.5.1. A delegation under this section may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.
- 16.6. Revocation of Delegation
 - 16.6.1. At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this section.
 - 16.6.2. The Board may amend or repeal any decision made by a body or person under this section.

17. ANNUAL GENERAL MEETING

- 17.1. With the exception of the first Annual General Meeting of BYU, BYU must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of BYU, convene an Annual General Meeting of its members.
- 17.1.1. The election of the Board is to occur at the Annual General Meeting.
- 17.1.2. Sections 18.1. and 18.1.1. have effect subject to any extension or permission granted by the Commissioner, under Part 5 of the Act (Regulations).
- 17.2. Annual General Meetings – Calling Of And Business At
- 17.2.1. The Annual General Meeting of BYU is, subject to Part 5 of the Act (Regulations), to be convened on such date and such place and time as the Board thinks fit.
- 17.2.2. In addition to any other business, which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting:
 - (b) To receive from the Board reports on the activities of BYU during the last preceding financial year:
 - (c) To elect office-bearers of BYU and ordinary members of the Board:
 - (d) To receive and consider the statement which is required to be submitted to members under Part 4 of the Act (Regulations) and:
 - (e) Elect a qualified independent auditor.
 - (f) Elect Life Members if applicable.
- 17.2.3. An Annual General Meeting must be specified as such in the notice of convening it.

18. SPECIAL GENERAL MEETINGS

- 18.1. The Board may, whenever it thinks fit, convene a Special General Meeting of BYU.
- 18.1.1. The Board must, on the requisition in writing of at least 5 percent of the total number of members, convene a Special General Meeting of BYU.
- 18.1.2. A requisition of members for a Special General Meeting:
- (a) Must state the purpose or purposes of the meeting: and
 - (b) Must be signed by the members making the requisition: and
 - (c) Must be lodged with the Secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 18.1.3. If the Board fails to convene a Special General Meeting to be held within one (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.

18.1.4. A Special General Meeting convened by a member or member as referred to in section 19.1. must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expenses is entitled to be reimbursed by BYU for any expense so incurred.

19. NOTICE OF GENERAL MEETINGS

- 19.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BYU, 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.
- 19.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BYU, 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 section 21.1., the intention to propose the resolution as a special resolution.
- 19.3. 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 section 17.2.
- 19.4. 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.

20. MEETING PROCEDURE

- 20.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote are present during the time the meeting is considering that item.
- 20.2. Five 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.
- 20.3. 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 to be communicated by written notice to members given before the day to which the meeting adjourned) at the same place.

- 20.4. If after 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.
- 20.5. Presiding Member
- 20.5.1. The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as chairperson at each general meeting of BYU.
- 20.5.2. If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.
- 20.6. Adjournment
- 20.6.1. 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.
- 20.6.2. 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 BYU stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 20.6.3. Except as provided in section 20.3. notice of an adjournment of a general meeting or of the businesses to be transacted at an adjourned meeting is not required to be given.
- 20.7. Making a Decision
- 20.7.1. A question arising at a general meeting of BYU is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution had, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost an entry to that effect in the minute book of BYU, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 20.7.2. At a general meeting of BYU, a poll may be demanded by the Chairperson or by at least 3 members present in person at the meeting.
- 20.7.3. If a poll is demanded at a general meeting, the poll must be taken:
- (a) Immediately in the case of a poll which related 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 on the matter is taken to be the resolution of the meeting on that matter.

21. SPECIAL RESOLUTION

- 21.1. A resolution of BYU is a special resolution:
- (a) If it is passed by a majority which comprises at least three-quarters of such members of BYU in attendance as, being entitled under this Constitution to do so, vote in person 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.

22. VOTING AT MEETINGS

- 22.1. On any questions arising at a general meeting of BYU a member has one vote only.
- 22.2. All votes must be given personally or by mail or other electronic means with the exception of voting on a Special Resolution where eligible members must be present at that meeting.
- 22.3. 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 a casting vote.
- 22.4. A member is not entitled to vote at any general meeting of BYU unless all money due and payable by the member to BYU has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 22.5. Proxy Votes Not Permitted
- 22.5.1. BYU does not accept Proxy voting for any general meeting unless otherwise determined by the Board.
- 22.6. Postal Ballots
- 22.6.1. BYU may hold a postal ballot to determine any issue or proposal.
- 22.6.2. Email and other acceptable electronic mediums will be classified as postal ballots.
- 22.6.3. Postal votes are not accepted in the case of a Special Resolution.

23. GRIEVANCE PROCEDURE

- 23.1. All grievances are managed by BYU in terms of the Grievance Management Policy and Procedure.
- 23.2. The Grievance Management Policy and Procedure applies to:
- a) Members of the Board
 - b) Staff
 - c) Volunteers
 - d) Students

- e) Contractors
 - f) Members of BYU
 - g) Clients of BYU
 - h) Members of the Public
- 23.3. The Board may prescribe additional grievance procedures in the Regulations consistent with this section.

24. RECORDS AND ACCOUNTS

24.1. Records

24.1.1. BYU shall establish and maintain proper records and minutes (when applicable) concerning all of its transactions, business, meetings and dealings (including those of the Board).

24.1.2. These records shall be produced as appropriate at each Board or general meeting.

24.2. Records Kept in Accordance with the Act

24.2.1. Proper accounting and other records shall be kept in accordance with the Act.

24.2.2. The books of account shall be kept in the care and control of the Treasurer.

24.3. Board to Submit Accounts

24.3.1. The Treasurer or his or her delegate shall submit BYU's statements of account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

24.4. Accounts Conclusive

24.4.1. The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

24.5. Accounts to be sent to Members

24.5.1. The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, Board reports, the Auditor's report and every other document required under the Act (if any).

24.6. Negotiable Instruments

24.6.1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of BYU, being members or employees authorized to do so by the Board.

25. AUDITOR

25.1. The Board shall cause proper accounting and other records be kept and audited.

- 25.2. Subject to this section, an Auditor or Auditors shall be appointed no later than three (3) months after the Annual General Meeting for a period of (12) months.
- 25.3. person shall be appointed Auditor if the person is a member or employee of BYU or is a partner of the employer or employee of a member of BYU.

26. INCOME

26.1. Funds Source

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

26.2. Funds Management

- 26.2.1. Subject to any resolution passed by BYU in a general meeting, the funds of BYU are to be used in pursuance of the objects of BYU in such manner as the Board determines.

27. SURPLUS PROPERTY ON DISSOLUTION/REVOCATION OF ENDORSEMENT AS A DEDUCTABLE GIFT RECIPIENT

- 27.1.1. If BYU is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of assets including:
- a) Gifts of money or property for the principal purpose of BYU
 - b) Contributions made in relation to an eligible fundraising event held for the principal purpose of BYU
 - c) Money received by BYU because of such gifts and contributions shall be transferred to another organisation to which income tax deductible gifts can be made
- 27.1.2. The distribution of surplus assets referred to in section 27.1.1. is a reference to the surplus property of BYU remaining after satisfaction of the debts and liabilities of BYU and the costs, charges and expenses of the winding up of BYU and must be:
- a) approved by the Commissioner of Taxation and
 - b) Is not to be made to any member or former member of BYU or to any person to be held in trust for any member or former member of BYU.

28. ALTERATION OF CONSTITUTION

28.1. The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of BYU.

28.2. Notification Of Proposed Alteration to the Constitution

28.2.1. A proposed alteration of the Constitution or of the statement of objects of BYU shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations thereunder as applicable to it.

28.3. Compliance With Charitable Collections Act, 1934

28.3.1. BYU shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations thereunder as is applicable to it.

29. REGULATIONS

29.1. Board to Formulate Regulations

29.1.1. The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of BYU.

29.1.2. Such Regulations must be consistent with this Constitution and any policy directives of the Board.

29.2. Regulations Binding

29.2.1. All Regulations are binding on BYU, its staff, volunteers, students and all Members.

29.3. Regulations Deemed Applicable

29.3.1. All clauses, rules, by-laws and regulations of BYU in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

29.4. Bulletins Binding on Members

29.4.1. Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by BYU.

29.4.2. BYU shall take reasonable steps to distribute information in the bulletins to staff, volunteers, students and Members.

29.4.3. The matters in the bulletins are binding on all staff, volunteers, students and Members.

30. NOTICES

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

31. INDEMNITY

- 31.1. The liability of a member of BYU to contribute towards the payment of the debts and liabilities of BYU or the costs, charges and expenses of the winding up of BYU is limited to the amount, if any, unpaid by the member in respect of membership of BYU as required by section 10. of this Constitution and section 4. of the Regulations.
- 31.2. A matter or thing done or omitted to be done by a Board Member, or by a person acting under the direction of a Board Member, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the Board Member's functions under the Act, subject the Board Member or person so acting personally to any action, liability, claim or demand.