

Constitution

Sutherland Shire Reconciliation Inc.

ABN 44 238 774 085

1. Preliminary

- 1.1 The name of the Association is Sutherland Shire Reconciliation Incorporated (SSR Inc). This Association, formed in June 1997, was formerly known as Sutherland Shire Citizens for Native Title and Reconciliation.
- 1.2 The Association is located in New South Wales.
- 1.3 The Association is incorporated
- 1.4 The rules in the constitution are intended as binding on members of the Association and are enforceable by courts in NSW.
- 1.5 As a registered member of NSW Reconciliation Inc. the Association is covered by that organisations' public liability insurance

2. Purpose

- 2.1 The purpose of the Association is to:
 - i. generate in Australia a moral and legal recognition, and respect for the distinctive status of Indigenous Australians as First Peoples,
 - ii. promote recognition of Indigenous Australians' rights, which include self-determination, their relationships to land and the maintenance and growth of their cultures, to create a just and fair society for all Australians, and
 - iii. promote reconciliation between Indigenous and non-indigenous Australians, in cooperation with other organisations working towards this same aim.

3. Membership

- 3.1 A person is qualified to be a member of the Association if that person
 - i. supports the purposes of the Association,
 - ii. agrees to be bound by these rules,
 - iii. has been approved for membership by the Committee of the Association, and
 - iv. has paid to the Secretary of the Association an annual membership fee.
- 3.2 After the Committee has approved or rejected a membership application, the Committee must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected the Association does not have to give reasons.
- 3.3 Upon payment of the first annual membership fee by a person the Secretary shall enter that person's name in a register of members and, upon the name being entered, that person becomes a member of the Association. Thereafter on or before the end of February in each calendar year the member must pay an annual memberships fee in respect of that calendar year. Members who join the Association and pay the membership fee after the first day of October in any year will be deemed financial members until the end of the following year.
- 3.4 The annual membership fee shall be \$60 for organisations, \$40 for families, \$30 for individuals families, and \$10.00 concessional, or such other amount as approved by the majority of members at a General meeting. The Committee can propose to set or change joining fees and membership fees.

- 3.5 The liability of a member of the Association to contribute towards payment of the debts and liabilities of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 3.3
- 3.6 To the extent possible under law, members (including Committee members) are entitled to be indemnified out of the assets held for the Association for any debt or liabilities incurred personally by a member when acting on behalf of the Association so long as the member was
- i. authorised by the Association to take that action, and
 - ii. acting in good faith (fairly and honestly) and in the best interests of the Association.
- 3.7 A person ceases to be a member of the Association if that person dies, or resigns that membership, or is expelled from the Association by special resolution of a General meeting of the Association.
- 3.8 The Secretary shall establish and maintain a register of members of the Association specifying the name and address/email address of each person who is a member of the Association together with the date on which the person became a member and ceases to be a member.

4. Committee

- 4.1 The Committee of the Association shall, subject to these rules and relevant Australian laws, exercise all powers and functions of the Association, except for powers and functions that the members are required to exercise at a General meeting (under these rules or relevant Australian laws).
- 4.2 The committee is to consist of the office bearers of the association, and at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting under clause 4.18. The total number of Committee members is not to exceed 11.
- 4.3 Only members of the Association shall be members of the Committee. In accordance with the purpose as outlined in Rule 2.1, the Association will actively pursue Indigenous representation on the Committee.
- 4.4 The office-bearers of the Association shall be:
- i. Chair
 - ii. Deputy Chair
 - iii. Treasurer
 - iv. Secretary
- 4.5 The office-bearer role of Chair must always be undertaken by a person of Aboriginal or Torres Strait Islander heritage.
- 4.6 To be eligible to be a committee member, a person:
- i. must not be ineligible to be a responsible person as defined under the Australian Charities and Not-for-Profits Commission ('ACNC') Act
 - ii. must be nominated under rule 4.13, and
 - iii. must give the Association their signed consent to act as a committee member of the Association.
- 4.7 There is no maximum number of consecutive terms for which a committee member may hold office.
- 4.8 Each member of the Committee shall, subject to these rules, hold office until the conclusion of the Annual General meeting following the date of the member's election, but is eligible for re-election.

- 4.9 Committee members must:
- i. comply with their legal duties under Australian laws and ensure that the Association complies with its duties under Australian laws, and
 - ii. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the Association
 - iii. to act in good faith (fairly and honestly) in the best interests of the Association and to further the purpose(s) of the Association set out in rule 2.1
 - iv. not to misuse their position as a committee member
 - v. not to misuse information they gain in their role as a committee member
 - vi. to disclose any perceived or actual material conflicts of interest
 - vii. to ensure that the financial affairs of the Association are managed responsibly, and not to allow the Association to operate while it is insolvent.
- 4.10 Committee members are expected to attend two thirds of the scheduled committee meetings held each year and make a contribution to the work of the Association.
- 4.11 Committee members are liable to be removed by special resolution of the members of the Association present in a general meeting. If a member of the Committee to whom the proposed resolution refers may submit a written representation to be read out at the general meeting at which the special resolution is considered.
- 4.12 Ordinary members of the association have right of audience at all Committee meeting and with the approval of the Chair can engage in discussion and debate. Where the Committee needs to discuss confidential matters, the Chair will ask ordinary members to leave the meeting for a period of time.
- 4.13 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- i. must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - ii. must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 4.14 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 4.15 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 4.16 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4.17 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 4.18 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- 4.19 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy until the conclusion of the next Annual General meeting following the date of appointment.
- 4.20 It is the duty of Chair to:
- i. Provide leadership of the Association;
 - ii. Publicly head and represent the Association;
 - iii. Chair Committee and General meetings of the Association.
- 4.21 It is the duty of Deputy Chair to:
- i. Assist the Chair in any and all of the duties of the Chair as are required and appropriate.
 - ii. To undertake the duties of Chair in the absence of a Chair.

- 4.22 It is the duty of the Treasurer to:
- i. Receive, record and bank funds received by the Association;
 - ii. Make payments from Association funds following authorisation by the Committee or the Association;
 - iii. Maintain correct accounts showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
 - iv. Present a brief financial report of the Association at each General meeting
 - v. Present financial accounts of the revenue and expenditure of the Association for the year ended on 31 December, and of the balance sheet as at 31 December at the next Annual General meeting
- 4.23 It is the duty of the Secretary to:
- i. Keep minutes of all proceedings of Committee, General meetings and Annual General meetings;
 - ii. Be responsible for all correspondence of the Association;
 - iii. Maintain a record of all correspondence inwards and outwards;
 - iv. Maintain a record of all members;
 - v. Maintain a record of all appointments of office bearers;
 - vi. Maintain a record of members present at Committee, General meetings and Annual General meetings.
- 4.24 The Committee must meet at least 3 times in each year at a place and time that the committee may determine. The Committee meetings can be held online. Additional meetings may be convened by the Chair or by any member of the Committee.
- 4.25 Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting. The notice of meeting is to be accompanied by an Agenda.
- 4.25 Any three (3) members of the Committee, one (1) of whom must be an office-bearer, shall constitute a quorum for the transaction of the business of a meeting of the Committee. In the absence of a quorum the Committee members may still engage in discussion and debate. Any draft resolutions or approvals for funding will to be forwarded to the Secretary or Treasurer for circulation and decision by email if time critical or held over until the next Committee meeting.
- 4.26 At Committee meetings, the Chair or in the Chair's absence the Deputy Chair shall preside over the meeting. If both Chair and Deputy Chair are absent, then the remaining Committee members may choose a remaining Committee member to preside.
- 4.27 The Committee may delegate to subcommittees of members such of its functions, other than this function of delegation, as the Committee determines.
- 4.28 Questions arising at a meeting of the Committee or of a subcommittee shall be determined by a majority of the votes of members present at the meeting and, in the event of an equality of votes, the person chairing the meeting may exercise a second or casting vote.
- 4.29 Minutes of proceedings at a meeting of the Committee or of a subcommittee shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

5. Advisers and Council of Advisers

- 5.1 The Association in an Annual General meeting may appoint an Aboriginal person or persons to hold the position of Adviser of the Association.
- 5.2 An Adviser of the Association holds that office until
- i. they resign in writing to the Association, or
 - ii. over a period of at least two (2) years they show by their actions no further interest in the Association and their removal is passed as a special resolution of the Association, or

iii. they are declared of unsound mind or die.

- 5.3 An Adviser of the Association is not required to pay any further membership fees whilst they remain an Adviser.
- 5.4 Advisers of the Association may meet together as they determine, or as requested by the Committee in a Council of Advisers to consider matters referred to the Council of Advisers by the Committee.
- 5.5 The advice of the Council of Advisers to the Committee is not binding on the Committee, however the Committee is required to take into account such advice.

6. General Meetings and Annual General Meetings

- 6.1 The Annual General meeting of the Association shall be held within four months of the close of the Associations' financial year.
- 6.2 The business transacted at an Annual general meeting shall include:
- i. To confirm the minutes of the preceding Annual General meeting and of any other General meeting held since that meeting;
 - ii. To receive from the Committee reports upon the activities of the Association during the last preceding financial year;
 - iii. To elect Office Bearers and ordinary Committee members of the Association; and
 - iv. To receive and consider statements of the income and expenditure of the Association during its last financial year and of the assets and liabilities of the Association at the end of its last financial year.
- 6.3 General meetings of the Association, other than the Annual General meeting, shall be held at such times as the Committee may determine, or at the request of five percent of total members of the Association. Such a request must be provided in writing to the Secretary stating the purpose of the meeting and signed by all members making the request.
- 6.4 Any member of the Association may bring any business before a General Meeting by writing to the Secretary, who includes that business in the Notice of Meeting and Agenda which is normally sent to members with a minimum of fourteen days' notice
- 6.5 Any six (6) members of the Association shall constitute a quorum for the transaction of the business of a General meeting.
- 6.6 Either Chair or the Deputy Chair, or in the absence of both, a member elected by the members present shall preside at each General meeting of the Association.
- 6.7 Upon any question arising at a General meeting of the Association a member has one (1) vote only which shall be given personally but in the case of an equality of votes on a question at a General meeting the person chairing the meeting may exercise a second or casting vote.
- 6.8 Minutes of proceedings at a General meeting of the Association shall be signed by the person chairing the meeting or by the person chairing the next succeeding General meeting.
- 6.9 A resolution of a General meeting of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of the members present at the General meeting. Any foreshadowed special resolution must be notified in writing to all members giving a minimum of twenty one (21) days' notice of the meeting.

7. Funds

- 7.1 The funds of the Association shall be derived from annual membership fees, donations and such other sources that are consistent with furthering the purposes of the Association.

- 7.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 7.3 The Association shall be as soon as practicable after receiving any money issue an appropriate receipt, if requested.
- 7.4 Subject to any resolution passed by the Association in General meeting, the funds of the Association shall be used in accordance with these rules solely in pursuance of the purpose of the Association in such manner as the Committee determines.
- 7.5 No remuneration or other benefit, apart from repayment of reasonable out-of-pocket expenses based on submitted receipts, shall be given by the Association to any member of the Association.
- 7.6 Authorisation of Expenditure must be approved by a General Meeting or Committee Meeting. In exceptional circumstances, the Treasurer may seek approval through email circulation of an expenditure request. Such approvals need to be recorded in the next committee financial report.
- 7.7 Members who expend funds without authorisation may be personally liable for that expenditure subject to Rule 3.6
- 7.8 The financial year of the Association is from January 1 to December 31, unless a General Meeting of members resolves to change the financial year.

8. Dealings with Third Parties

- 8.1 When Members of the Committee deal with third parties for the purposes of making purchases or sales of goods or services they need prior written approval of at least three members of the Committee (minutes or circulated email).
- 8.2 When Members of the Committee or other volunteers engage in sales activities at various events, records of before and after sales inventories, float, and monies collected need to be reconciled and reported in the next Committee financial report; and deposited, as soon as practicable, into the Association's bank account.
- 8.3 When the third party mentioned in the previous rule is a related-party, the Committee member needs to disclose:
 - i. The nature of the relationship between the Committee member and the related third party
 - ii. The nature of the transaction
 - iii. Amounts due to or from the related party for specified goods and services.Any such financial transaction needs to be clearly disclosed in the financial reports of the Association.
- 8.4 A related party is a third party where a member of the Organisation or its Committee or family member of such person has significant control or influence over that third party with whom the organisation seeks to deal.

9. Records

- 9.1 All records, books and other documents relating to the Association must be kept in New South Wales, at the main premises of the association. in the custody of the public officer at the Association's official address or in the custody of the Secretary at a known address.
- 9.2 The records, books and other documents (including the Constitution) of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour, with reasonable notice.
- 9.3 The Association must make and keep written financial records that:
 - i. correctly records and explains the Association's transactions and financial position and performance, and

- ii. enable true and fair financial statements to be prepared.
- 9.4 At each Annual General meeting, a resolution must be passed to either appoint or not appoint an Auditor or an External Independent Reviewer.
- 9.5 The Association must also keep written records that correctly record its operations and be able to produce these records if required by law.
- 9.6 The Association must retain its records for at least seven years, or otherwise required by the ACNC Act or any other laws that may apply.
- 9.10 If registers, reports or documents are kept in electronic form
- i. They must be convertible into hard copy,
 - ii. If signatures are required, a verifiable electronic signature can be used or hard copy signed.
 - iii. The Requirements of Rules 9.2 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. Surplus Property

- 10.1 Upon the winding up of the Association the surplus property of the Association shall vest in the organisation now known as Australians for Native Title and Reconciliation but, if that organisation ceases to exist, the surplus property shall vest in a local Aboriginal organisation at the discretion of three quarters of the members present at a General meeting.

11. Disputes

- 11.1 In the event that there is a dispute between one or more members and/or Committee members (the Parties):
- i. The Parties must first attempt, in good faith, to resolve the dispute between themselves.
 - ii. If, 14 days after the dispute first arose between the Parties, the Parties have been unable to resolve the dispute then the Parties must notify the Committee about the dispute; and
 - iii. The Committee will determine how the dispute may be resolved.
- 11.2 In the event of dispute by petition, all signatories of the petition must be present at the meetings at which the dispute is presented or discussed.
- 11.3 In the event that a dispute cannot be resolved the Committee may appoint a person who is independent to the dispute to resolve the dispute. This Independent person may be a member but need not be.

12. Discipline of Members

- 12.1 A complaint may be made to the committee by any person that a member of the association:
- i. has refused or neglected to comply with a provision or provisions of this constitution, or
 - ii. has wilfully acted in a manner prejudicial to the interests of the association.
- 12.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the committee decides to deal with the complaint, the committee:
- i. must cause notice of the complaint to be served on the member concerned, and
 - ii. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - iii. must take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- 12.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- 12.6 The expulsion or suspension does not take effect:
- i. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - ii. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12.4,
- whichever is the later.
- 12.7 A member may appeal to the association in general meeting against a resolution of the committee under clause 12.5, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.8 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.9 On receipt of a notice from a member under subclause 12.7, the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- 12.10 At a general meeting of the association convened under subclause 12.9
- i. no business other than the question of the appeal is to be transacted, and
 - ii. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.11 The appeal is to be determined by a simple majority of votes cast by members of the association.
- 12.3 The Committee and the Association will not be liable for any loss or harm that a member may incur as a result of disciplinary action that the Committee or Association takes in good faith against the Member in accordance with this clause.

13. Alteration

- 12.1 This constitution may be altered, rescinded or added to only by a special resolution at a General meeting of the Association. This includes a change to the name of the Association.
- 12.2 The members must not pass a special resolution that amends these rules if passing it causes the Association to no longer focus on reconciliation with Australia's Indigenous people.

DATED: 21st April 2023

..... (Chairperson)

Signed as evidence that the constitution (as amended) was passed by way of a special resolution of an Annual General Meeting of the Association.