



CONSTITUTION OF THE GALLIPOLI SCHOLARSHIP FUND INC As adopted 19 APRIL 2018

PART 1: PRELIMINARY

This Constitution is adapted from the Model Constitution (NSW Department of Fair Trading) of the NSW Associations Incorporation Act 2009 and its 2016 Regulation. It describes the purpose, structure and roles of the Gallipoli Scholarship Fund Incorporated; and stipulates the responsibilities and accountabilities of those charged with governance and representation.

PART 2: NAME, FORMAL ADDRESS, AND DETAILS

- a. The name of the Association is the 'Gallipoli Scholarship Fund Inc', hereinafter also known as the 'Gallipoli Scholarship Fund' or 'GSF'.
- b. **Formal Address:** Gallipoli Memorial Club, 12-14 Loftus Street, Sydney, NSW, 2000.
- c. **NSW Department of Fair Trading Incorporation Number:** Y2386901 registered since 23 April 1996.
- d. **Australian Business Number (ABN):** 17 293 869 688 , registered with the Australian Charities and Not-for-Profits Commission (ACNC), and endorsed as a Deductible Gift Recipient (DGR) since 1 July 2000.

PART 3: DEFINITIONS AND EXPLANATIONS

- a. **In this Constitution:**
 - i. 'Ordinary Member' means a voluntary member of the GSF approved by the members in a general meeting upon recommendation of the Management Committee.
 - ii. 'Honorary Member' means an eminent and/or deserving individual approved by the members in a general meeting upon recommendation of the Management Committee.

- iii. 'Corporate Member' means an institution, business and/or organisation approved by the members in a general meeting upon recommendation of the Management Committee.
- iv. 'Office-bearer' means a voluntary ordinary member of the GSF who is elected at the GSF Annual General Meeting as being responsible and accountable for the proper governance and fiduciary arrangements of the GSF. Office-bearers are members of the Management Committee.
- v. 'Secretary' means an elected voluntary member of the Management Committee, with voting rights on the Committee, and holding the responsibilities of the Public Officer of the GSF.
- vi. 'Management Committee', hereinafter referred to as either the Management Committee or the Committee, means the governing body of the GSF that is elected at the Annual General Meeting in accordance with the GSF's Constitution.
- vii. If appointed, 'Executive Officer' (or similar title) means a professional person employed by the Management Committee to manage the day-to-day affairs of the GSF. The Executive Officer (or similar title) if appointed, may be invited to attend and speak at GSF Annual, Special and General Meetings, but does not have voting rights.
- viii. The 'Act' means the NSW Associations Incorporation Act 2009.
- ix. The 'Regulation' means the NSW Associations Incorporation Regulation 2016.
- x. 'Tertiary education' or 'tertiary study', for the purpose of this Constitution, means study at a recognised University or TAFE (the latter at Degree/Diploma/Advanced Diploma level).
- xi. 'Financial Year' means the GSF financial year which is each calendar year.

b. In this Constitution:

- i. Reference to a function includes a reference to a power, authority and duty.
- ii. A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- iii. The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

PART 4: PURPOSE AND OBJECTS

a. Purpose

- i. GSF seeks to perpetuate among young Australians an understanding of those enduring

traditions of perseverance, courage, self-sacrifice and mateship that were established so indelibly in the cause of world peace at Gallipoli and thereafter on other battlefields and peace operations. It helps inform and remind Australians of the sacrifices of those who served Australia in conflicts and peace operations, and thereby contributes to the future security of our nation and our national values of democracy, freedom, and the rule of law.

- ii. GSF provides financial assistance through Scholarships to the most deserving applicants for tertiary study at a University or TAFE (the latter at Degree, Diploma or Advanced Diploma level).
- iii. Scholarship applicants must normally be Australian citizens, but the Management Committee is authorised to approve non-Australian citizens in exceptional cases where this is deemed to be in the best interests of the purpose of the GSF.

e. Objects

The objects of the GSF are to:

- i. Establish and manage the GSF.
- ii. Promote the associated Scholarships and secure necessary donor funding and high calibre Scholarship applicants.
- iii. Annually select and provide financial support to Scholarship awardees. Eligible applicants from States and Territories of the Commonwealth of Australia will be considered, and such other deserving applicants approved by the Management Committee.
- iv. Ensure the GSF is responsibly and fully governed in accordance with the Constitution, the Act and the Regulation, and in such a manner that is lawful and that does not denigrate the reputation or purpose of the GSF.

PART 5: ELIGIBILITY CRITERIA FOR SCHOLARSHIP AWARDS

- a. Eligibility criteria for the award of a Gallipoli Scholarship are to be clearly documented and publicly promulgated in a timely manner to attract high calibre candidates. These criteria may be adjusted from time to time by the Management Committee in order to promote the purpose of the Scholarship.
- b. Applicants are required to submit documents and certification in accordance with the eligibility criteria. The nature and type of documents will be kept under review and authorised by the Management Committee.
- c. The Management Committee will appoint a selection committee, or outsource the shortlisting of candidates to an independent third party, to assess the Scholarship applications and recommend to the Management Committee the selection of awardees in priority order against the eligibility criteria. Members of the selection committee or

independent third party are required to declare any conflicts of interest and are not permitted to adjudicate on any individual known to them. All candidates are to be informed of the result of their application.

PART 6: MEMBERSHIP

a. Membership Categories

The GSF has provision for three membership categories: Ordinary, Honorary and Corporate.

b. Ordinary Membership

- i. A person is eligible to be an ordinary member of the GSF if the person is an Australian citizen, is a natural person, and is a volunteer and is not employed by the GSF.
- ii. Ordinary membership is subject to nomination and approval at a meeting of the GSF Management Committee. The cost of ordinary membership will periodically be reviewed by the Management Committee with any changes requiring majority approval at a general meeting of the GSF. Each ordinary member is entitled to one vote at a general meeting, providing they are in attendance at the meeting. Proxy votes are not permitted.
- iii. A right, privilege or obligation which a person has by reason of being an ordinary member is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.
- iv. Application for Ordinary Membership
 - An application by a person for ordinary membership of the GSF must be made in the form determined by the Management Committee, and be lodged with the Secretary.
 - As soon as practicable after receiving an application the Secretary must refer the application to the Management Committee, which is to determine whether to approve or reject the application.
 - As soon as practicable after the Management Committee has determined the acceptance or rejection of the membership application, the Secretary must notify the applicant in writing of the result providing reasons if the application has been unsuccessful. An unsuccessful applicant is entitled to appeal the original decision.
 - The Secretary must, on approval of the applicant's membership, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the GSF.
- v. Cessation of Ordinary Membership
 - A person ceases to be an ordinary member if the person dies, or resigns membership, or is expelled from the GSF, or fails to pay the annual membership fee within three months after the fee is due.
 - An ordinary member may resign their membership by giving the Secretary notice. The individual ceases to be a member from the date of notice.
 - When an individual ceases to hold ordinary membership, the Secretary must make an

appropriate entry in the register of members recording the date on which the individual ceased to be a member.

c. Honorary Membership

- i. The members in a general meeting may appoint an Honorary Member from time to time upon recommendation of the Management Committee. The GSF may have more than one Honorary Member.
- ii. Eminent and/or deserving individuals may be appointed as Honorary Members.
- iii. Honorary Members have no voting rights and are not required to pay a membership fee.
- iv. Honorary membership is to be reviewed on an annual basis by the Management Committee and approved or rejected at a meeting of the members. Honorary Members are to be informed of the decision of the general meeting.

d. Corporate Membership

- i. Businesses, companies, institutions and other organisations may be appointed as Corporate Members by the members in a general meeting upon recommendation of the Management Committee.
- ii. The cost of corporate membership will periodically be reviewed by the Management Committee with any changes requiring majority approval at a general meeting of the GSF.
- iii. Each corporate member is entitled to one vote at a general meeting, providing they are in attendance at the meeting. Proxy votes are not permitted.
- iv. Corporate membership is to be reviewed on an annual basis by the Management Committee and approved or rejected at a meeting of the members. Corporate Members are to be informed of the decision of the general meeting.

e. Register of Members

- i. The Secretary must establish and maintain a register of members specifying the name and postal, residential or email address of each member together with the date on which the person became a member. If the register is kept in electronic form it must be backed-up and convertible into hard copy.
- ii. The register of members must be kept at the main premises of the GSF or at its nominated address.
- iii. The register of member names must be open for inspection, free of charge, by any member or authorised Government authority at any reasonable hour. Members' personal contact details, however, are not to be provided to others without approval of the individual member.

f. Membership Fees

- i. Membership fees are to be kept under review by the Management Committee and changes are to be approved at a general meeting of the members.
- ii. An Ordinary, Honorary, or Corporate member of the GSF must, on admission to membership, pay any prescribed membership fees as determined by the Management Committee and approved at a general meeting of the members.

g. Members' Liabilities

The liability of a GSF member to contribute towards the payment of the debts and liabilities of the GSF or the costs, charges and expenses of the winding up of the GSF is limited to the amount, if any, unpaid by the member in respect of membership of the GSF.

PART 7: RESOLUTION OF DISPUTES, COMPLAINTS, DISCIPLINING OF MEMBERS AND RIGHTS OF APPEAL

- a. An unresolved dispute between GSF members, or an unresolved dispute between a member or members and the GSF, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- b. If a dispute is not resolved by mediation within three months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- c. The NSW Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- d. A complaint may be made to the Management Committee by any person who alleges that:
 - i. the GSF or any member has refused or neglected to comply with a provision or provisions of this Constitution; or
 - ii. a member has willfully acted in a manner prejudicial to the interests of the GSF.
- e. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- f. If the Management Committee decides to deal with the complaint, it must:
 - i. cause notice of the complaint to be served on the member concerned, and
 - ii. give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
 - iii. take into consideration any submissions made by the member in connection with the complaint.

- g. The Management Committee may, by resolution, expel or suspend a GSF 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 and the expulsion or suspension is warranted in the circumstances.
- h. If the Management Committee expels or suspends a member, the Secretary must, within seven 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 Management Committee for having taken that action and of the member's right of appeal.
- i. The expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or if within that period the member exercises the right of appeal, unless and until the GSF confirms the resolution whichever is the later.
- j. A member may appeal to the GSF in general meeting against a resolution of the Management Committee, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect. 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. On receipt of a notice from a member, the Secretary must notify the Management Committee, which is to convene a general meeting to be held within 28 days after the date on which the Secretary received the notice. At the general meeting:
 - i. No business other than the question of the appeal is to be transacted;
 - ii. The Management 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. The appeal is to be determined by a simple majority of votes cast by members.

PART 8: THE MANAGEMENT COMMITTEE

a. Appointment of Patron(s)

The Members in a General Meeting may appoint a Patron(s) from time to time upon a recommendation being made by the Management Committee to the meeting.

b. Powers of the Committee

- i. Subject to the Act, the Regulation, this Constitution and any resolution passed in a general meeting, the management of the business and affairs of the GSF are vested in the Management Committee. This Committee:
 - is to control and manage the affairs of the GSF;
 - may exercise all the functions that may be exercised by the GSF, other than those

functions that are required by this Constitution to be exercised by a general meeting of members;

- has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the GSF;
- may exercise all such powers and do all such acts, matters and things as the GSF, by its Constitution or otherwise, is authorised to exercise and do, and as are not by law or this Constitution required to be exercised or done by the GSF in the annual or special general meeting;
- may adopt and rescind rules from time to time as it thinks necessary or desirable for the proper control, administration and management of the GSF's finances, affairs, interests and property and for the convenience, comfort and well-being of GSF members. Such rules will not be inconsistent with this Constitution;
- may appoint any delegate or delegates to represent the GSF for any purpose with such powers as may be thought fit;
- may invite individuals deemed appropriate to sit on the Management Committee as a non-voting advisory member of the Committee;
- subject to affordability, may appoint an Executive Officer and/or other paid professional staff to fully and lawfully administer the functions of the GSF providing this is in the best interests of the GSF; and
- shall appoint the Secretary as its Public Officer.

c. Composition of the Committee

- i. The Committee is to consist of the four office-bearers and four ordinary committee members, each of whom is to be elected at the Annual General Meeting.

d. Office-bearers

- i. The four GSF office bearers are the Chairperson, the Vice-Chairperson, the Treasurer and the Secretary. The Secretary is the appointed Public Officer.
- ii. A committee member may hold up to two offices (other than both the offices of Chairperson and Vice-Chairperson).
- iii. There is no maximum number of consecutive terms for which a Committee member may hold office.
- iv. At the conclusion of each Annual General Meeting of the GSF all of the current members of the Management Committee will retire from office , but if re-nominated for election will be eligible for re-election at the same or any other general meeting of the Fund.

e. Election of Committee Members

- i. A ballot for election to the Management Committee will take place annually at the Annual General Meeting. The members entitled to vote shall elect eight (8) Management Committee Members. The elected members of the Management Committee shall then elect from amongst their number a Chairperson, Vice-Chairperson, Secretary and

Treasurer at the first duly convened Management Committee meeting held after each Annual General Meeting, subject to any casual vacancy appointment under Clause (h). Ordinary members of the Fund may nominate themselves for election to the Management Committee in a form determined by the Management Committee, up to seven (7) days prior to the commencement of the Annual General Meeting at which time nominations shall close.

- ii. 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.
- iii. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- iv. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- v. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- vi. 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.
- vii. A person nominating as a candidate for election as an office-bearer or as an ordinary Committee member must be a GSF member.

f. Secretary

- i. The Secretary must, as soon as practicable after being appointed as secretary, lodge notice with the GSF of his or her address.
- ii. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - all appointments of office-bearers and members of the Committee,
 - the names of members of the Committee present at a committee meeting or a general meeting, and
 - all proceedings at committee meetings and general meetings.
- iii. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting. The signature of the Chairperson may be transmitted by electronic means for this purpose.

g. Treasurer

It is the duty of the Treasurer to ensure that:

- i. all money due to the GSF is collected and received and that all authorised payments are

made, and

- ii. correct books and accounts are kept showing the financial affairs of the GSF, including full details of all receipts and expenditure connected with the GSF's activities.

h. Casual Vacancies

- i. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.
- ii. A casual vacancy in the office of a member of the Committee occurs if the member dies; or ceases to be a GSF member; or is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or resigns office by notice in writing given to the Secretary; or is removed from office, or becomes a mentally incapacitated person, or is absent without the consent of the Committee from three consecutive meetings of the Committee; or is convicted of an offence involving fraud or dishonesty.

i. Removal of Committee Members

- i. The GSF in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- ii. If a member of the Committee to whom a proposed resolution referred to in sub-clause i relates makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representations be notified to GSF members, the Secretary or the Chairperson may send a copy of the representations to each GSF 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.

j. Committee Meetings and Quorum

- i. The Committee must meet at least three times in each period of 12 months at the place and time that the Committee may determine.
- ii. Additional meetings of the Committee may be convened by the Chairperson or by any member of the Committee.
- iii. 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 (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- iv. Notice of a meeting given under sub-clause iii must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- v. Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- vi. No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- vii. 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.
- viii. At a meeting of the Committee the Chairperson or, in the Chair's absence, the Vice-Chairperson is to preside, or if the Chairperson and the Vice-Chairperson are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

k. Appointment of Members as Committee Members to Constitute Quorum

- i. If at any time the number of Committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of GSF members as Committee members to enable the quorum to be constituted.
- ii. A member of the Committee so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.
- iii. This clause does not apply to the filling of a casual vacancy to which clause 8.h. applies.

l. Use of Technology at Committee Meetings

- i. A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- ii. A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

m. Delegation of Committee to Sub-Committee

- i. The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of the member or GSF members that the committee thinks fit) the exercise of

any of the functions of the Committee that are specified in the instrument, other than this power of delegation, and a function which is a duty imposed on the Committee by the Act or by any other law.

- ii. A function which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- iii. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- iv. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- v. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- vi. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- vii. A Sub-Committee may meet and adjourn as it thinks proper.
- viii. A Sub-Committee authorised by the Committee for a specific purpose may invite a specialist to join the Sub-Committee. This person can advise the Sub-Committee but does not have any voting rights or executive responsibilities in presenting recommendations to the Committee.

n. Voting and Decisions

- i. Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- ii. Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- ii. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

PART 9: GENERAL MEETINGS

a. Annual General Meetings

- i. The GSF held its first Annual General Meeting within 18 months after its registration on 23 April 1996.
- ii. The GSF must hold its other Annual General Meetings:
 - within six months after the close of the GSF's financial year, or
 - within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- iii. The Annual General Meeting of the GSF is, subject to the Act, to be convened on the date and at the place and time that the Committee thinks fit.
- iv. 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:
 - to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - to receive from the Committee reports on the GSF's activities during the last preceding financial year,
 - to elect GSF office-bearers and ordinary Committee members, and
 - to receive and consider any financial statement or report required to be submitted to members under the Act.
- v. An Annual General Meeting must be specified as that type of meeting in the notice convening it.

b. Special General Meetings

- i. The Committee may, whenever it thinks fit, convene a Special General Meeting.
- ii. The Committee must, on the requisition of at least 20% of the total number of members, convene a Special General Meeting.
- iii. A requisition of members for a Special General Meeting:
 - must be in writing,
 - must state the purpose or purposes of the meeting,
 - must be signed by the members making the requisition,
 - must be lodged with the Secretary, and
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- iv. For the purposes of sub-clause iii:
 - a requisition may be in electronic form, and
 - a signature may be transmitted, and a requisition may be lodged, by electronic means.

- v. If the Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.
- vi. A Special General Meeting convened by a member or members as referred to in sub-clause v must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

c. Notice

- i. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the GSF, 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.
- ii. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the GSF, 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 sub-clause i, the intention to propose the resolution as a special resolution.
- iii. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26 (2) of the Regulation.
- iv. 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.

d. Quorum for General Meetings

- i. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- ii. Five members present (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.
- iii. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - if convened on the requisition of members, is to be dissolved; and
 - in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the

person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- iv. 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 five) are to constitute a quorum.

e. Presiding Member

- i. The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as chairperson at each general meeting.
- ii. If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

f. Adjournment

- i. The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- ii. 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 GSF member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- iii. Except as provided in sub-clauses i and ii, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

g. Making of Decisions

- i. A question arising at a GSF general meeting is to be determined by:
 - a show of hands or any legal appropriate corresponding method that the Committee may determine; or
 - if on the motion of the Chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- ii. If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the GSF's minute book, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- iii. Sub-clause ii applies to a method determined by the Committee under sub-clause i (first dot point) in the same way as it applies to a show of hands.

- iv. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

h. Special Resolutions

A special resolution, including amendments to this Constitution, may only be passed by the GSF in accordance with section 39 of the Act. A special resolution must be passed by a two thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting called for this specific purpose.

i. Voting

- i. On any question arising at a GSF general meeting a member has one vote only. Ordinary and Corporate Members each have one vote. Honorary Members are not eligible to vote.
- ii. In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- iii. A member is not entitled to vote at any GSF general meeting unless all money due and payable by the member has been paid.
- iv. A member is not entitled to vote at any GSF general meeting if the member is under 18 years of age.

j. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

k. Postal or Electronic Ballots

- i. The GSF may hold a postal or electronic ballot (should the Committee decide) to determine any issue or proposal (other than an appeal under clause 12 of the Regulation).
- ii. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

l. Use of Technology at General Meetings

- i. A general meeting may be held at two or more venues using any technology approved by the Committee that gives each of the GSF's members a reasonable opportunity to participate.
- ii. A GSF member who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 10: Miscellaneous

a. Insurance

The GSF may effect and maintain insurance.

b. Indemnity to Officers

- i. Every person who is or was an office-bearer or ordinary member of the Management Committee may if the Committee so determines be indemnified, to the maximum extent permitted by law, out of the property of the GSF against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to: a liability owed to the GSF or a related body corporate; or a liability for a pecuniary penalty order under Section 1317G of the Corporations Act 2001 or a compensation order under Section 1317H of the Corporations Act 2001; or a liability that is owed to someone other than the GSF or a related body corporate and did not arise out of conduct in good faith.
- ii. Every person who is or was an office-bearer or ordinary member of the Management Committee may if the Committee so determines be indemnified, to the maximum extent permitted by law, out of the property of the GSF against any legal costs incurred as such an officer except:
 - in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Corporations Act 2001; or
 - in defending or resisting criminal proceedings in which the person is found guilty; or
 - in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - in connection with proceedings for relief to the person under the Corporations Act 2001 in which the Court denies the relief.
- iii. The GSF may pay a premium for a contract insuring a person who is or was an office-bearer or ordinary member of the Management Committee against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to: conduct involving a wilful breach of duty in relation to the GSF; or a contravention of Sections 182 or 183 of the Corporations Act 2001.

c. Source of GSF Funds

- i. The funds of the GSF are to be derived from donations and investments and, subject to any resolution passed by the GSF in general meeting, any other sources that the Committee determines.
- ii. All money received by the GSF must be deposited as soon as practicable and without deduction to the credit of the GSF's bank or other authorised deposit-taking institution account.

- iii. The GSF must, as soon as practicable after receiving any money, issue an appropriate receipt.

d. Management of GSF Funds

- i. Subject to any resolution passed in general meeting, funds are to be used solely in pursuance of the objects of the GSF in the manner that the Committee determines.
- ii. This includes prudently investing and dealing with any of the monies not immediately required for the purposes of the GSF upon such securities and in such manner as the Committee may think fit and from time to time vary such investments.
- iii. Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 or its counterpart Act in respective States and Territories must be maintained in accordance with these Acts.
- iv. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories or as otherwise determined by the Committee.

e. GSF is Non-profit

Subject to the Act and the Regulation, the GSF must apply its funds and assets solely in pursuance of the objects of the GSF and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

f. Non-distribution of Profits

- i. The income and property of the GSF however derived, shall, subject to any obligations under law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by this Constitution and any concomitant rules.
- ii. No portion of this income shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst GSF members.
- iii. The requirements contained in sub-clause i shall not, however, prevent the payment in good faith of interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of monies advanced by that member to the GSF, or otherwise owing by the GSF, to the member, or any remuneration to any officers or servants of the GSF or other person in return for any services genuinely rendered to the GSF.
- iv. No member of the Committee shall be appointed to any salaried GSF office or any office of the GSF aided by fees. No remuneration or other benefit in money or monies worth in-kind shall be given by the GSF to any member of the Committee except repayment or reimbursement of reasonable travel or out-of-pocket expenses. Members of the

Committee shall at all times be persons of responsibility within the community.

g. Distribution of Property on Winding-up of the GSF

- i. Subject to the Act and the Regulations, in a winding up of the GSF, any surplus property is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- ii. In this clause, a reference to surplus property is a reference to that property of the GSF remaining after satisfaction of the debts and liabilities of the GSF and the costs, charges and expenses of the winding up of the GSF. Section 65 of the Act provides for distribution of surplus property.

h. Change of Name, Objects and Constitution

An application for registration of a change in the GSF's name, objects or Constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Committee member.

i. Custody of Books etc.

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

- at the main premises of the GSF, in the custody of the Public Officer or a Committee member as determined by the Management Committee, or
- if the GSF has no premises, at the GSF's official address, in the custody of the Public Officer.

j. Inspection of Books etc.

- i. The following documents must be open to inspection, free of charge, by a GSF member at any reasonable hour:
 - GSF records, books and other financial documents,
 - this Constitution, and
 - minutes of all GSF Committee meetings and General Meetings.
- ii. A GSF member may obtain a copy of any of the documents referred to in sub-clause i on payment of a fee of not more than to cover the cost for each page copied.
- iii. Despite sub-clauses i and ii, the Committee may refuse to permit a GSF member to inspect or obtain a copy of GSF records that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the GSF.

k. Service of Notices

For the purpose of this Constitution, a notice:

- i. may be served on or given to a person:
 - by delivering it to the person personally, or
 - by sending it by pre-paid post to the address of the person, or
 - by sending it by facsimile transmission or some other form of electronic transmission including but not limited to E-mail, to an address specified by the person for giving or serving the notice.
- ii. is taken, unless the contrary is proved, to have been given or served:
 - in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

I. The Audit

- i. The auditor or auditors (maximum of two) shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc; and furnish a report to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
- ii. An auditor shall not be a member or closely related to a member of the Committee.
- iii. Subject to Clause ii, notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least 20 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.
- iv. When the current auditor submits a resignation, or notifies the Secretary of an intention not to seek re-election as auditor, Clause iii shall not apply.