

ACN: 002 561 631



Network of Community Activities Constitution

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**NETWORK OF COMMUNITY ACTIVITIES.
ACN 002 561 631**

A Company limited by Guarantee.

Definitions and Interpretation

(i) Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under Rule 9.6.

Activity Programmes means programmes that are designed for and are implemented by community activity centres for the benefit of children aged between 5 and 14 years inclusive.

Board means all or some of the Board acting as a board of directors.

Chairperson means the person who is chair of the Board under Rule 9.16.

Community Groups means a not for profit community organisation whether incorporated or not that has objects that primarily promote not for profit community based activity to assist the needs of children including the development of Outside School Hours Care and community activity centres.

Constitution means this constitution as amended from time to time, and a reference to a Rule is a reference to a Rule of this Constitution.

Corporations Act means the Corporations Act 2001 (Cwlth).

Director means a person holding office as a director of Network and where appropriate includes an Alternate Director.

Member means a person entered in the Register of Members

Network means Network of Community Activities ACN 002 561 631

Office Bearers means the Chairperson, Treasurer, Vice Chairperson and Secretary

Out of School Hours Services means a not for profit community service operating before and/or after school hours and in school holiday periods.

Part means a part of this Constitution.

Register means the register of Members of Network under the Corporations Act and if appropriate includes a branch register.

Registered Office means the registered office of Network.

Representative means a person appointed to represent a corporate Member at a general meeting of Network in accordance with the Corporations Act.

Secretary means a person appointed under Rule 10.1 as a secretary of Network and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of Network.

Subscription fee means the annual fee payable by a Member or Associate.

State means the State or Territory in which Network is for the time being registered, active or operating.

(ii) Interpretation

In this Constitution unless the contrary intention appears:

- (a) **(amount paid)** a reference to an amount paid includes an amount credited as paid
- (b) **(gender)** words importing any gender include all other genders;
- (c) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (d) **(singular includes plural)** the singular includes the plural and vice versa;
- (e) **(regulations)** a reference to a law includes regulations and instruments made under the law;

- (f) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) **(from time to time)** includes a power, an authority or a discretion reposed in a Director, the Board, Network as a body corporate in general meeting or in a Member that may be exercised at any time and from time to time;
- (h) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board; and
- (i) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

(iii) Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, has the same meaning as in that provision of the Corporations Act; and
- (b) “Section” means a section of the Corporations Act.

(iv) Headings and Parts

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

This Constitution is divided into Parts.

(v) Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to Network unless stated in this Constitution.

(vi) Limited liability

The liability of the members is limited.

1 Objects

The objects of Network are:-

- (a) To promote and provide assistance with the establishment, resourcing and development of “Not for profit” community based activity groups in NSW, in particular out of school services, which extend play, creative and community engagement opportunities for children in their leisure time.
- (b) To represent the interests of Out of School Hours Services for children 5-14 years within New South Wales and at a National level.
- c) To collaborate with local communities and other agencies to address the varying needs and issues of school-age children and their families, including children with a disability, children of different cultural, social, linguistic and economic backgrounds and those in isolated communities and, when ever possible, relieve disadvantage within a framework of social justice and reconciliation with Aboriginal and Torres Strait Islander communities.
- d) To promote the provisions of the United Nations Convention of the Rights of the Child, in particular Article 12 (The child’s right to express their opinion.) and Article 31 (The Child’s Right to Play and Leisure opportunities).¹

¹ **Article 12** States Parties shall assure to the child who is capable of forming his or her own views the right to express those views freely in all matters affecting the child, the views of the child being given due weight in accordance with the age and maturity of the child.

Article 31 States Parties recognize the right of the child to rest and leisure, to engage in play and recreational activities appropriate to the age of the child and to participate freely in cultural life and the arts.

- (e) To encourage and participate in the establishment of a range of community education, training and other learning experiences for individuals and organisations that will enrich the lives of children within their own communities.
- (f) To take all necessary steps to secure funding and other resources that are required to implement the objects of Network

2. Income

2.1 Application of income

The income and any surplus property of Network, however derived, must be applied solely towards the promotion of the objects of Network as set out in this Constitution.

2.2 No dividends, bonus or profit to be paid to members

No part of the income or the property of Network may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Directors or the Members.

2.3 Payments in good faith

Nothing in this Constitution prevents the payment in good faith to a Director or Member, or to a firm of which a Director or Member is a partner:

- 2.3.1 for remuneration for services rendered to Network; or
- 2.3.2 for goods supplied in the ordinary course of business; or
- 2.3.3 for reasonable rent for premises leased to Network by a Director or Member.

3. Membership

3.1 Members

The Members of Network are divided into the following categories:

- 3.1.1 Community Groups

3.1.2 Individuals commonly referred to as “Friends of Network”

3.1.3 Life Members

3.2 Associates

The Associates of Network are divided into the following categories:

3.2.1 Associates

3.2.2 Such other class or classes as the Board shall from time to time

determine and who shall be known as a designated class of Associates with privileges as determined by the Board.

3.3 Rights of Members.

Except as provided for in this Constitution the Members of Network shall have the right to:

3.3.1 Attend meetings

3.3.2 Vote at meetings

3.3.3 Stand for election to the Board, and

3.3.4 Propose or second the nomination of a member standing for election as a Director of Network.

3.4 Individuals “Friends of Network”

An Individual member known as a “Friend of Network” is any individual who through his or her contribution to the out of school hours sector or through an involvement and contribution to the advancement of children, has been invited by the Board to become a Friend of Network and has accepted the invitation and paid the applicable membership fee. Individual “Friends of Network” shall be entitled to one vote at any meeting of Network.

3.5 Life Members

Any person nominated by the board from time to time for life membership shall be entitled to be elected as a Life Member of Network and thereafter (subject to this Constitution) shall not be required to pay any further membership fee during the

remainder of his or her life. Each Life Member shall be entitled to one vote at any meeting of Network.

3.6 Community Group Members

Any Community Group operating as a “not for profit” community based activity group in NSW, which extends play, creative and community engagement opportunities for children in their leisure time, which has paid the fee prescribed by the Board from time to time for Community Group members shall be entitled to be elected as a member of Network. Any Community Group member may nominate a natural person to represent it at meetings of Network. Such nomination shall be in writing under the hand of the Secretary or other appropriate officer of the Community Group. A Community Group is entitled to one vote at any meeting of Members.

3.7. Associates

Any person who has paid the fee prescribed by the board from time to time shall be entitled to be elected as an Associate and in the event that there are different categories of Associate then in the category nominated by the applicant. Associates are not entitled to vote and may only attend meetings of Network by the invitation of the Board.

3.8 Admission as a Member or Associate.

The Board may admit any person as a Member or Associate in accordance with this Constitution.

3.9 Application requirements.

An application must be:

3.9.1 in such form and supported by such documentation as the Board may

from time to time prescribe;

3.9.2 made in writing;

3.9.3 signed by the applicant; and

3.9.4 lodged with the Secretary.

3.9 Consideration of Applications for Admission as Members or Associates

At the earliest practicable meeting of the Board after the receipt of any application, the Board must consider the application and determine whether to accept or reject the application. Negative votes in the ratio of one in two shall exclude an applicant from election. The Board has an absolute discretion to determine whether an applicant is suitable for the category nominated and is not required to give any reason for determining not to accept an application.

3.10 Notification to Applicant

3.10.1 When the Board has accepted or not accepted an application,

the Secretary must promptly send the applicant written notice of the decision.

3.10.2 Every person accepted by the Board shall be deemed to have agreed to

be bound by the Constitution and any By-Laws of Network from time to time in force and the payment of the applicable Subscription fee shall be conclusive evidence of such agreement.

3.11 Payment of Fee.

3.11.1 Each successful applicant must pay an annual Subscription fee, of an amount and a time determined by the Board from time to time.

3.11.2 Every person accepted by the Board as a Member or Associate shall be required to pay within one month of the date of notice of acceptance the first annual Subscription fee in the account rendered to with the notice of acceptance of membership or associateship failing which payment, the application, although accepted by the Board may be

declared null and void.

3.11.2 Annual Subscription fees are payable in advance and if any fee or call or charge shall become unpaid for a period of one month after it becomes due and any member concerned shall be suspended from membership and shall be notified by the Secretary in writing of the default and if the sum remains unpaid for two months thereafter the member shall cease to be a member unless the Board considers that there is sufficient reason for non-payment.

3.11.3 Associates who have not complied for any request for payment of Subscription fees shall have the privileges otherwise available suspended Until payment.

3.11.4 No person shall be entitled to be present or vote at any meeting of Network or be elected to any office unless all instalments of any fees or moneys due at the time of such meeting have been paid.

3.11.5 The board shall be entitled to determine separate membership fees for each category of Members and Associates.

3.12 Ceasing to be a Member

A Member ceases to be a Member on:

- (a) resignation; or
- (b) death; or
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (e) the termination of the person's membership or associateship by the Board in accordance with this Constitution; or
- (f) if a corporation, being dissolved or otherwise ceasing to exist, having a Receiver liquidator or Provisional Liquidator appointed to it, or being unable to pay its debts.

3.13 Resignation

A Member or Associate may by written notice resign any membership or Associateship with immediate effect or with effect from a specified date occurring not more than three months after the service of the notice but shall continue liable for any unpaid Subscription fee and all arrears due and unpaid at the date of his resignation and for any sum not exceeding one hundred dollars (\$100.00) representing the member's guarantee contribution.

3.14 Termination

- 3.14.1 If any member or associate shall refuse to comply with the provisions of this Constitution or By-Laws, or shall in the opinion of the Board be guilty of any conduct deemed by the Board to be unbecoming of a member or associate or prejudicial to the interests of Network such person may be expelled by a resolution of

the Board and such resolution need not state the grounds, facts, or opinions upon which it is based PROVIDED:-

3.14.2 That at least seven (7) days before the meeting at which such resolution is passed the person concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that the member or associate shall at such meeting and before such resolution is passed have had the opportunity of giving orally or in writing any explanation or defence that the member or associate may think fit.

3.14.3 That seven days written notice of the meeting to consider the case of a member or associate under this Rule shall be given to the Directors and that the notice convening the meeting shall state the case of the particular person or persons and the question or questions of his/hers or their membership or associateship that is or are to be to be considered by the Board.

3.14.4 Any resolution under this Rule shall require a simple majority of the votes of the Board.

4 General meetings

4.1 Convening a general meeting

(a) The Board or a Director may convene and arrange to hold a general meeting of the Company whenever they think fit and must do so if required to do so under the Corporations Act.

(b) The Annual General Meeting of Network shall be held within four months after the end of Network's Financial Year at such time and place to be decided by the Board provided that the place shall be within twenty kilometres radius of the GPO,

Sydney.

- (c) The abovementioned annual general meeting shall be called the Annual General Meeting of Network. All other general meetings shall be called extraordinary general meetings.

4.2 Notice of general meeting

At least 21 days notice of a meeting of the Members must be given exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given. Notice of a meeting of Members must be given in accordance with Section 249J of the Corporations Act, and the replaceable Section 249J (4) applies.

Notice in accordance with this rule must be given to each Member who at the date of the notice has paid all membership fees due from such Member.

4.3 Cancellation or postponement of a meeting

Where a meeting of Members (including an annual general meeting) is convened by the Board it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by the Board. This Rule does not apply to a meeting convened in accordance with the Corporations Act by a single director, by Members or by the Board on the request of Members.

4.4 Notice of cancellation or postponement of a meeting

Written notice of cancellation or postponement of a general meeting must state the reason for cancellation or postponement and be given:

- (a) to each Member individually; and

- (b) to each other person entitled to be given notice of a meeting of Network's Members under the Corporations Act.

4.5 Contents of notice of postponement of meeting

A notice of postponement of a general meeting must specify:

- (a) the postponed date and time for the holding of the meeting;
- (b) a place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

4.6 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days notice of the general meeting required to be given by this Constitution or the Corporations Act.

4.7 Business at postponed meeting

The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the notice convening the meeting.

4.8 Proxy, attorney or Representative at postponed meeting

Where:

- (a) by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative, a proxy or an attorney or a Representative is authorised to attend

- and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in
 - (c) the instrument of proxy, power of attorney or appointment of Representative, then, by force of this Rule, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of representative unless the Member appointing the proxy, attorney or Representative gives to Network at its registered office, notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

4.9 Non-receipt of notice

The non-receipt of notice of a general meeting or cancellation or postponement of a general meeting by, or the accidental omission to give notice of a general meeting or cancellation or postponement of a general meeting to, a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at any postponed meeting.

5 Proceedings at general meetings

5.1 Representation of Member

A Member may be present and vote in person or may be represented at any meeting of Network by:

- (a) A proxy;
- (b) Attorney; or

- (c) In the case of a body corporate that is a Member; a Representative.

5.2 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this Part 5 means a person who is a Member, or is a proxy, attorney or Representative of that Member.

5.3 Number for a quorum

Subject to Rule 5.6, twenty (20) Members present in person or by proxy, attorney or Representative is a quorum at a general meeting, provided that a minimum of fifteen (15) are present in person.

5.4 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting, it is taken to be present throughout the meeting unless the chair of the meeting (on the chair's own motion or at the instance of a Member, proxy, attorney or Representative who is present) declares otherwise.

5.5 Quorum and time

If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened by a Director or by, or at the request of, Members, is dissolved;
- and;
- (b) in any other case stands adjourned to the same day in the next week and at the same time and place, or to such other day, time and place as the Board appoints by notice

to the Members and others entitled to notice of the meeting.

5.6 Adjourned meeting

Subject to Rule 5.3, at a meeting adjourned under Rule 5.5(b), twenty (20) persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the members present shall constitute a quorum.

5.7 Entitlement to preside at general meetings

The Chairperson is entitled to preside as chair at a general meeting.

5.8 Absence of chairman at general meeting

If a general meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside as chairman of the meeting (in order of precedence):

- (a) Any person holding the position of Vice Chairperson
- (b) A Director chosen by a majority of the Board present

5.9 Conduct of general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting,
- and a decision by the chair under this Rule is final.

5.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

5.11 Equality of votes - casting vote.

If there is an equality of votes, either on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or holder of a proxy or attorney or Representative.

5.12 Declaration of results

At any general meeting, a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost; and there is an entry to that effect in the book containing the minutes of the proceedings of Network, is conclusive evidence of that fact. Neither the chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

5.13 Appointment of proxy

- (a) A Member entitled to attend and vote at a meeting of members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- (b) A proxy must be a Member in good financial standing
- (c) A proxy shall be appointed using the form of proxy approved by the Board from time to time and issued to Members by the Secretary with the notice calling a meeting of members and in addition to the formal authorisation of the proxy by the Member to vote at the meeting the form of proxy shall have two parts:-
 - (i) Part A to be used when there is an election of Directors at an Annual General Meeting and shall set out instructions on the number of candidates to be elected together with the name of each candidate and a box beside the name of each candidate and if the Member places a cross in any box in Part A that will be deemed to be a vote for that candidate
 - (ii) Part B to be used when a resolution is to be voted on at a meeting of Members as set out in the notice of meeting and shall state the wording of any resolution together with a box marked For and a box marked Against and if the Member places a cross in any box in Part B that will be deemed to be a vote for or against the resolution as the case may be
 - (iii) The wording of the form of proxy shall contain the provision that a Member may direct his proxy to complete Part A and Part B of the form of proxy as

the case may be using his entire discretion

- (d) All proxy appointment forms must be returned to the Secretary no later than forty eight (48) hours before the time set for the meeting of Members at which the proxy is appointed to vote
- (i) If the appointment of a proxy is signed by the appointor's attorney the authority under which the appointment was signed or a certified copy of the authority must accompany the appointment of the proxy
- (ii) A proxy appointment form will be deemed to have been received by the Secretary if it is received at Network's registered office or a fax number at Network's registered office or is received at an address, fax number or electronic address specified for that purpose in the notice of meeting.

5.14 Proceedings at Annual General Meetings

- (a) The business of the Annual General Meeting shall be as follows:
- (i) To confirm the Minutes of the previous Annual General Meeting
- (ii) To receive, consider and adopt the following reports:
- Directors' Report
 - Network's Financial Report
 - The Auditors' Report on the Financial Report
- (iii) To elect the Directors and Office Bearers
- (iv) To appoint an Auditor or Auditors in the event that there be a vacancy in the

office of Auditor

- (v) To deal with any other business of which due notice has been given to the members
- (b) The chair of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of Network arising out of the Directors' and Financial Reports.
- (c) If Network's auditor or a representative of it's auditor is at the meeting, the chair of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative, questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

6 The Board

6.1 Number and composition of Board

The business and affairs of Network shall be under the management of a Board of Directors.

- (a) The number of Directors shall not be less than five (5) nor more than nine (9)
- (b) No person shall be qualified to be a Director who is not a member of Network or the duly appointed representative of a Community Group member in good financial standing.
- (c) All Directors must ordinarily reside in Australia.
- (d) Each Director and Office Bearer shall be elected for a period of one year.

- (e) There is no maximum number of consecutive terms of office of any office bearers on the committee.

- (f) The Board of Directors shall consist of a:**

 - (i) Chairperson elected by the Members
 - (ii) Vice Chairperson elected by the Members
 - (iii) Honorary Treasurer elected by the Members
 - (iv) Secretary elected by the Members
 - (v) Five (5) other Directors elected by the Members

- (g) A Community Group may nominate a person who is a director or executive of that Community Group to be appointed a Director of Network.
- (h) No person nominated by a Community Group and who is otherwise eligible to be appointed as a director of Network shall be appointed a director if that person supplies professional services to any Community Group other than as a salaried employee.
- (i) The Board shall as far as possible include rural and regional representation.

- (j) The roles of the Vice Chairperson are to
 - (i) act as Chairperson in the absence of that person
 - (ii) represent the Chairperson if so required
 - (iii) chair meetings of the Board or members in the absence of the Chairperson

- (iv) in the event that the Chairperson is no longer able to perform that office because of death, resignation or other reason, to automatically be appointed Chairperson until the next annual general meeting

6.2 Appointment of Directors.

Subject to Rule 6.1 the Members at the Annual General Meeting may by resolution appoint any person to be a Director.

- (a) Nominations for election as a Director shall be made in writing to the Secretary at least fourteen (14) days prior to the date of the Annual General Meeting and shall be signed by two members of Network and by the nominee.
- (b) Nominations for each position of Office Bearer shall be from the floor at the of Annual General Meeting immediately after the conclusion of the election of the Directors with the Chairperson for the time being and the Secretary for the time being recording the names of those nominated together with the name of each proposer and seconder.

6.2.1 In the event that no more than nine (9) nominations are received, all nominees shall be declared elected as Directors.

6.2.2 In the event that there is not more than one nomination for each position of Office Bearer the Chairperson for the time being shall declare the nominees for each position of Office Bearer duly elected.

6.2.3 In the event that more than nine (9) members nominate as directors then the Directors shall be elected by secret ballot under the control of two (2) scrutineers appointed for that purpose by the Chairperson for the time being and who shall hand the result of

the ballot in written form to that Chairperson who shall declare the result to the Members present

6.2.4 Office Bearers shall be elected in the following order:

- Chairperson
- Vice Chairperson
- Treasurer
- Secretary

6.2.5 Any nominee as Office Bearer not elected to the nominated position shall be eligible to nominate for another Office Bearing position.

6.2.6 In the event that there is more than one nomination for one or more of the positions Of Office Bearer, a ballot shall be taken for each such position as set out in Rule 6.2.3 hereof.

6.2.7 At the conclusion of the election of Directors and Office Bearers the names of the Directors and Office Bearers shall be read out to the Members and each Director and Office Bearer shall be introduced to the Members by the Chairperson for the time being whereupon the Chair for the time being shall retire and the balance of any business of the annual general meeting shall be under the control of the newly elected Chair, Office Bearers and Directors.

6.2 Appointment by Board

- (a) The Board may at any time appoint any person to be a Director to fill a casual vacancy.
- (b) If a person is appointed under this Rule as a Director, they shall continue in office until the Annual General Meeting at which the Director whom they replaced would have completed his term of office, provided that if the original term of office was due to extend beyond the next Annual General Meeting the Director filling the vacancy must be confirmed in office by the members at the next Annual General Meeting.

- (c) In the event that the office of Chairperson becomes vacant through a casual vacancy, it will automatically be filled by the Vice Chairperson.

6.4 Removal of Director by the Company in general meeting

Network may in general meeting by resolution remove a Director from office as a director subject to the provisions of the Corporations Act.

6.5 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with
- (b) in any way under the law relating to mental health;
- (c) resigns from the office by notice in writing; or
- (d) is removed from the office under Rule 6.4; or
- (e) fails to attend three consecutive meetings of the Board without leave of absence.

7 Remuneration and expenses

7.1 Remuneration of Board

7.2 A Director may not be paid any remuneration for services as a Director but may be reimbursed or paid remuneration for services rendered to Network in the following circumstances:

- (a) as reimbursement of out-of-pocket expenses the Director may incur or interest on money lent on hire of goods or rent for premises demised to Network; or
- (b) as remuneration for any services rendered to Network in a professional or technical capacity, other than in the capacity of Director, not more than an amount which commercially would be reasonable payment for the service.

7.1 Director's remuneration must be approved

Any payment made to a Director must be approved by the Board.

7.2 Director's interests

Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in any other Company, body corporate, trust or entity promoted by Network or in which it has an interest of any kind;
- (b) enter into any contract or arrangement with Network;
- (c) participate in any association, institution, fund, trust or scheme for past or present employees or the Board of Network or persons dependent on or connected with them;
- (d) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for Network, except as auditor;
- (e) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Board and may be present at any meeting where any matter is being considered by the Board; and
- (f) sign or participate in the execution of a document by or on behalf of Network; and
- (g) do any of these things despite the fiduciary relationship of the Director's office:
- (h) without any liability to account to Network for any direct or indirect benefit accruing to the Director; and
- (i) without affecting the validity of any contract or arrangement.

A reference to Network in this Rule is also a reference to each related body corporate of Network.

8 Powers and duties of Board

8.1 Board to manage.

The business of Network is to be managed by the Board, who may exercise all such powers of Network as are not by the Corporations Act or by this Constitution, required to be exercised by the Members in general meeting.

8.2 Specific powers of Board

Without limiting the generality of Rule 8.1, the Board may exercise all the powers available to Network to borrow or raise money, to charge any property or business of Network or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of Network or of any other person.

8.3 Appointment of attorney

The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of Network for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board for such period and subject to such conditions as they think fit.

8.4 Provisions in power of attorney

A power of attorney granted under Rule 8.3 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

8.5 Minutes

The Board must cause minutes of meetings to be made and kept in accordance with the Corporations Act.

8.6 Signing of cheques

The Board may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to Network, may be signed, drawn, accepted, endorsed or otherwise executed.

8.7 By-Laws

Subject to the provisions of this Rule the Board may make such By-Laws rules or regulations not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control administration and management of Network's finances, affairs, interests, effects and property and for the convenience comfort and well being of its members and to amend or rescind from time to time any such By-Laws rules and regulations.

- (a) The Board may enforce the observance of all By-Laws rules or regulations by suspension from enjoyment of membership privileges or otherwise as the Board shall think fit.
- (b) Any By-Law rule or regulation made under these Rules shall not come into force and be operative until seven (7) days after the posting of written notice thereof to all members.
- (c) The Members in Annual General Meeting may revoke and disallow any such By-Law, rule or regulation provided that the notice convening the meeting states that notice has been received as provided for in 8.7(d) and also specifies the By-Law, rule or regulation objected to.
- (d) Any twenty (20) members may at any time give to the Secretary notice in writing signed by them that they object to one or more specified By-Laws, rules or regulations and the Secretary shall then include a statement to that effect on the notice convening the next Annual General Meeting.

- (e) Neither the revocation or disallowance by the Members in Annual General Meeting of any By-Law, rule or regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of Network prior to such amendment or rescission.

9 Proceedings of Board

9.1 Board meetings

The Board shall meet together at least six (6) times per calendar year for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.

9.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Board.

9.3 Questions decided by majority

A question arising at a meeting of the Board is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Board.

9.4 Alternate Director and voting

A person who is present at a meeting of the Board as an Alternate Director has one vote at the meeting for his or her appointor and, if the Alternate Director is also a Director, then one further vote is available in his or her capacity as a Director.

9.5 Chairperson's casting vote

In the event of an equality of votes the chair of the meeting has a casting vote.

9.6 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the Board, to be an Alternate Director in the Director's place during such period as the Director thinks fit.

9.7 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Board and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.

9.8 Alternate Director's powers

An Alternate Director may exercise all the powers that the appointor may exercise except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor insofar as the appointor has not exercised or performed them.

9.9 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of Network and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

9.10 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the

Appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

9.11 Appointment or termination in writing

An appointment or the termination of an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Secretary.

9.12 Alternate Director and number of Board

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

9.13 Director attending and voting by proxy

A Director cannot attend or vote at any meeting of the board by proxy.

9.14 Quorum for Board meeting

- (a) At a meeting of Board, the number of Directors whose presence in person is necessary to constitute a quorum is at least four (4) Directors one of whom must be an Office Bearer
- (b) If a quorum not be present within fifteen (15) minutes of the time fixed for a meeting of the Board, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

9.15 Remaining Board may act

The continuing Board may act despite a vacancy in their number.

9.16 Chairperson

The Chairperson if present shall be entitled to preside at all meetings of Directors.

9.17 Absence of chairperson at Board meeting

If a Board meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Vice Chairman shall chair the meeting. In the absence of both the Chairperson and Vice Chairperson the remaining Directors shall elect one of their number as Chair of the meeting.

9.18 Board committees

The Board may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a committee consisting of at least one Director and such other persons as the Board thinks fit.

9.19 Powers delegated to Board committees

A committee to which any powers have been delegated under Rule 9.18 must exercise those powers in accordance with any directions of the Board. A power so exercised is taken to have been exercised by the Board.

9.20 Chair of Board committee

The members of a committee may elect one of their number as chair of their meeting.

If a meeting of a committee is held and:

- (a) a chair has not been elected; or

- (b) the chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,
- the members involved may elect one of their number to be chair of the meeting.

9.21 Board committee meetings

The meetings and proceedings of a committee are governed by the provisions of this Constitution as to meetings and proceedings

9.22 Circulating resolutions

The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last director signs.

9.23 Meeting by use of technology

A Board meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent at a reasonable time before the meeting.

9.24 Validity of acts of Board

All acts done at a meeting of the Board or of a committee of the Board, or by a

person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote, as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

10 Secretary

10.1 Appointment of Secretary

The Members shall elect a Secretary at each Annual General Meeting in accordance with the provisions of Rule 6.2

10.2 Suspension and removal of Secretary

The Board may suspend or remove a Secretary from that office.

10.3 Powers, duties and authorities of Secretary

- (a) The Board may vest in a Secretary such powers, duties and authorities as they may
- (b) from time to time determine and the Secretary must exercise all such powers and
- (c) authorities subject at all times subject to the control of the Board.
- (d) The Board may also appoint a member of the Company's executive staff to assist the
- (e) Secretary

11 Seals

11.1 Safe custody of common seals

The Board must provide for the safe custody of any seal used by Network.

11.2 Use of common seal

If the Network has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Board, or of a committee of the Board
- (b) authorised by the Board to authorise its use; and
- (c) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

12 Inspection of records

12.1 Inspection by Members

Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and any other of Network's documents or any of them will be open to the inspection of Members (other than Directors).

12.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document except as provided by law or authorised by the Board or by the members in general meeting.

13 Service of documents

13.1 Document includes notice

In this Part 13, a reference to a document includes a notice.

13.2 Methods of service

Network may give, deliver or serve a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative

address nominated by the Member; or

- (c) by sending it to a fax number; or
- (d) by sending it to an electronic address nominated by the Member.
- (e) A Member may by giving notice in writing to the Secretary request to receive all documents from Network by electronic transmission except where the form of the document renders this impracticable in which case delivery will be made personally or by post. Network may make some documents available to Members via Network's web site and delivery of such documents will be deemed to have been made to a Member registered to receive documents by electronic transmission when an electronic transmission is sent to the Member advising the Member that a document is available for Members on Network's web site.

13.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
 - (b) if sent to an address outside Australia, must be sent by airmail,
- and in either case is taken to have been received on the third day after the date of its posting.

13.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic

- transmission; and
- (b) to have been delivered on the day following its transmission.

13.5 Evidence of Service

A certificate in writing signed by a Director or a Secretary stating that a document was sent by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

14 Winding up

14.1 Excess property on winding up

If any property remains on the winding up or dissolution of Network after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to another institution or institutions whether incorporated or not:

- (a) having objects similar to the objects of Network; and
- (b) whose constitution or rules prohibit the distribution of its income and property among its or their members to an extent at least as great as is imposed on Network under this Constitution; and the institution or institutions referred to in this rule are to be determined by Members at or before the time of dissolution or, failing such a determination, any property remaining shall be given or transferred to such institution or institutions as fall within this rule as directed by the Liquidator appointed for the winding up or dissolution of Network.

14.2 Contribution of Member on Winding-Up

Each Member undertakes to contribute to Network's property if Network is wound up while a Member or within one year after ceasing to be a Member, for payment of Network's debts and liabilities contracted before ceasing to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (\$100.00).

15 Indemnity and insurance

15.1 Indemnity

Every person who is or has been:

- (a) a director of Network; or
- (b) a secretary of Network;

is entitled to be indemnified out of the property of Network against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (e) Network is forbidden by statute to indemnify the person against the liability or legal costs; or

- (f) an indemnity by Network of the person against the liability or legal costs would, if given, be made void by statute.

15.2 Insurance

Network may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a director or secretary of Network against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) Network is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if Network paid the premium, be made void by statute.

16 Accounts

- (a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of Network in accordance with the Corporations Act.
- (b) The books of account shall be kept at Network's principal place of business or at such other place as the Board thinks fit. Network shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Corporations Act to inspect such records.
- (c) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of Network's financial year send to all members of Network entitled to attend the Annual General Meeting a

copy of all reports which pursuant to Section 314 of the Corporations Act are to be laid before the Annual General Meeting in respect of the financial year ending on the 31st December immediately prior to the Annual General Meeting and without limitation these shall include:

- 16.1.c.1 a copy of the Financial Report ;
- 16.1.c.2 a copy of the Directors' Report; and
- 16.1.c.3 a copy of the Auditors' Report on the financial report.

16.2 Financial Year

The financial year of the Company shall commence on the first day of January in each year and end on the last day of December in the same calendar year or such other period as having regard to the Corporations Act, the Board may determine.

16.3 Auditors

Auditors shall be appointed and their duties regulated in accordance with the Corporations Act and their remuneration shall be fixed by the Board.

I confirm that this is the form of the Constitution presented for adoption to the Annual General Meeting of NETWORK OF COMMUNITY ACTIVITIES ACN 002561631 on _____ :

Signed: Chairperson