

Better Planning Network Incorporated

Constitution

December 2017

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Objectives

The Better Planning Network (BPN) is a not-for-profit, incorporated association that comprises associations, organisations and individuals. Its objectives are to advocate for the implementation of environmental planning and assessment legislation in New South Wales that:

- is driven by the principles of ecologically sustainable development, together with community wellbeing and quality of human life,
- promotes an appropriate balance between the needs of a healthy environment and the reasonable needs of people to live and work, and enhances community wellbeing – social, environmental and economic,
- ensures opportunities for public involvement and participation in environmental planning and assessment, and
- protects our environment, including our natural and cultural heritage,
- meets other objectives as determined from time to time by BPN’s Leadership Group.

Part 1 – Preliminary

1. Interpretation

1) In this Constitution:

Affiliate means any association or organisation that the Leadership Group has determined to be affiliated with BPN under clause 2B, but who is not a Member.

AGM means Annual General Meeting.

BPN means the Better Planning Network.

Chapter means a regional group of Members formed to organise events and campaign actions.

Convenor includes “**Co-convenor**” where applicable

Leadership Group means the leadership group of BPN established under Part 3 of this Constitution.

Member means any individual who is an existing Member of BPN as at the date of the adoption of this Constitution, or any association or organisation that has been accepted as a Member of BPN under Part 2 of this Constitution.

Public Officer is the person who holds that office.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010*.

2) In this Constitution:

a) A reference to a function includes a reference to a power, authority and duty, and

b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3) 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 2 – Membership

2A. Membership Generally

- 1) An association or organisation is eligible to be a Member if it is a Member as at the date of the adoption of this Constitution, or it has been nominated for membership of BPN and accepted as a Member by the Leadership Group under clause 3.
- 2) An individual is eligible to be a Member only if he or she is a Member as at the date of the adoption of this Constitution.

2B. Affiliates

- 1) An association or organisation may seek approval from the Leadership Group to become an Affiliate of BPN.
- 2) As soon as practicable after receiving such a request, the Leadership Group shall determine whether or not to accept the association or organisation as an Affiliate, and inform them accordingly.
- 3) Any association or organisation who, at their request, had been accepted by BPN as an Affiliate of BPN prior to the date of the adoption of this Constitution shall for the purposes of this Constitution be an Affiliate, subject to their affiliation being current.
- 4) The contact details of Affiliates shall be maintained by BPN on a register of Affiliates which shall be accessible for operational reasons only and only to such Members of BPN who have been so authorised by the Leadership Group.
- 5) BPN may choose to contact Affiliates from time to time to inform them of the activities of BPN and other matters.
- 6) Affiliates are not Members and do not share any of the rights and responsibilities of Members as set out in this Constitution. Clause 2B 3) does not oblige Affiliates to apply to become Members

3. Application for Membership

- 1) The Committee of a group or association may make an application to become a Member of the BPN in the manner determined by the Leadership Group. The application may be made by post, email or other electronic method determined by the Leadership Group from time to time.
- 2) Before being considered for Membership, an association or organisation must specify in writing, on the form as approved by the Leadership Group from time to time, one (1) member of that association or organisation who will have the authority to exercise the privileges of nomination and voting as provided for in this Constitution.
- 3) As soon as practicable after receiving a nomination for membership, the Leadership Group shall, in its absolute discretion, determine whether to accept or reject the nomination.
- 4) As soon as practicable after the Leadership Group makes a determination under subclause (3), the Secretary must:
 - a) Notify the association/organisation, in writing, that the Leadership Group approved or rejected the nomination, and
 - b) If the Leadership Group approved the nomination, request the association/organisation to pay (within 28 days of the notification) the sum payable under clause 8 of this Constitution by a Member as a joining fee and annual membership fee.

- 5) The Secretary must, on payment of the amounts referred to in subclause 4 (b) enter or cause to be entered the association/organisation's name in the register of Members and, on the name being so entered, the association/organisation becomes a Member.

4. Cessation of Membership

- 1) A person ceases to be a Member if the person:
- a) Dies, or
 - b) Resigns membership, or
 - c) Is expelled from membership of BPN by determination of the Leadership Group, or
 - d) Fails to pay the annual membership fee within three months after the fee is due.
- 2) An association or organisation ceases to be a Member if it:
- a) Disbands or otherwise ceases to exist, or
 - b) Resigns membership, or
 - c) Is expelled from membership of BPN by determination of the Leadership Group, or
 - d) Fails to pay the annual membership fee within three months after the fee is due.

5. Membership Entitlements Not Transferable

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

- a) Is not capable of being transferred or transmitted to another individual, association or organisation, except in the case of an Association or group member where it is permissible to change a nominated representative. BPN must be notified in writing of any such change and
- b) Terminates on cessation of membership.

6. Resignation of Membership

- 1) A Member may resign from BPN by first giving to the Secretary written notice of one month. The Member ceases to be a Member at the expiration of the notice period.
- 2) If a Member ceases to be a Member for any reason, the Secretary must make an appropriate entry in the register of Members, recording the date on which the Member ceased to be a Member.

7. Register of Members

- 1) The Secretary must establish and maintain a register of Members specifying the name, postal or residential address, and email address of each Member with the date on which membership commenced.
- 2) The register must be kept at BPN's official address.
- 3) The register must be open for inspection, free of charge, by any Member at any reasonable hour.
- 4) A Member may obtain a hard copy of any part of the register on payment of a fee of not more than \$1 for each page copied or emailed.
- 5) A Member must not use information obtained from the register to contact or send material other than for:
- a) Sending newsletters, notices of meetings and events, or other material or purposes relevant to the business of BPN, or
 - b) Any other purpose necessary to comply with the Act or the Regulation.

8. Fees and Subscriptions

- 1) The Leadership Group shall, from time to time, determine whether a joining fee will be charged and at what amount. If such a fee is determined then it will be paid on admission to membership.
- 2) In addition to any amount payable under subclause 1) a Member must pay to BPN an annual membership fee that will be an amount determined by the Leadership Group from time to time.
 - a) Annual membership fees will be due before July 1st in each calendar year, or
 - b) If membership is granted on or after July 1st, annual membership fees will be due immediately and before July 1st in each succeeding calendar year.
- 3) A fee for delivery of services by BPN may be charged from time to time, subject to agreement by the Leadership Group and compliance with the relevant legislation.

9. Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of BPN or the costs, charges and expenses of winding up BPN is limited to the amount, if any, unpaid by the Member as required by clause 8.

10. Resolution of Disputes

A dispute between Members, in their capacity as Members, will be resolved by a consensual process. This may include referral to a Community Justice Centre for mediation under the Community Justices Act 1983.

- a) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11. Chapters

- 1) Chapters of Members may be formed in regions where practical. A proposed Chapter must seek written permission from the Leadership Group before forming. The Leadership Group may require a proposed Chapter to adopt a set of rules or operating guidelines consistent with this Constitution.
- 2) A Chapter may be disbanded by either a resolution of its members or a resolution of the Leadership Group at its discretion.

12. Functions of Chapters

The purpose of a Chapter is to organise activities, events and campaign actions for its members. These are to be consistent with BPN's adopted policies and to further BPN's objectives as set out in this Constitution. The Leadership Group retains the right to veto any activities, actions or statements proposed by a Chapter if, in the opinion of the Leadership Group, the activities or statements would be contrary to the Constitution, objectives, policies or interests of BPN.

Part 3 - The Leadership Group

13. Powers of the Leadership Group

Subject to the Act, the Regulation, this Constitution and any resolution passed by BPN in a general meeting, the Leadership Group:

- a) Is to control and manage the affairs of BPN,

- b) May exercise all such functions as may be exercised by BPN, other than those that this Constitution requires be exercised by a general meeting of Members, and
- c) Has power to perform all such acts and do all such things as appear to the Leadership Group to be necessary or desirable for the proper management of the affairs of BPN.

14. Composition and Membership of the Leadership Group

- 1) The total number of Leadership Group members may not exceed seven (7).
- 2) The Leadership Group will have at least four (4) individuals who must be either individual Members or the nominated representatives of a Member group. The balance of the Leadership Group members need not be individual Members or nominated representatives of a Member group, but must be members of a Member or Affiliated group.
- 3) The composition of the Leadership Group will be:
 - a) the office bearers, and
 - b) at least three members, each of whom is elected at the annual general meeting under Clause 15.
- 4) The office bearers of BPN are:
 - a) Either:
 - Two Co-convenors
 - or
 - A Convenor and a Deputy Convenor
 - b) the Treasurer
 - c) the Secretary
- 5) The positions of Convenor, Deputy Convenor or Co-Convenor must be held by a Member.
- 6) A Leadership Group member may hold up to two offices (other than Co-convenor, Convenor and Deputy Convenor).
- 7) Each member of the Leadership Group is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15 Election of Leadership Group

- 1) Nominations for membership of the Leadership Group:
 - a) Must be made in writing and delivered to the Secretary at least seven days before the annual general meeting, and
 - b) Must be signed by two (2) people who are Members of BPN, either as individuals or through their association or organisation and accompanied by the written consent of the nominee, which may be endorsed on the form of the nomination.
- 2) If there are insufficient nominations, any vacant positions are taken to be casual vacancies.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4) If the number of nominations exceeds the number of vacancies, a ballot will be held.
- 5) The ballot for the election of the Leadership Group is to be conducted at the annual general meeting in such usual and proper manner as the Leadership Group may direct.
- 6) Only those people who are Members themselves, or members of a BPN Affiliate or Member group, may be elected to the Leadership Group.

16. Convenor/Deputy Convenor

The Convenor chairs all meetings of BPN and may act as official spokesperson. In the Convenor's absence, the Deputy Convenor assumes the responsibilities of the Convenor. The Convenor may delegate duties to any other Members of BPN as the need arises.

17. Secretary

- 1) The Secretary must, as soon as practicable, lodge notice with BPN of his/her address.
- 2) It is the duty of the Secretary to keep:
 - a) The names of Members present at Leadership Group or general meetings, and
 - b) Minutes of all proceedings at Leadership Group and general meetings.
 - c) Minutes may be kept in written or electronic form. A hard copy must be pasted into a formal Minute Book and retained by the Secretary.
- 3) Minutes of each meeting must be approved as true and correct by those present at the meeting and signed by the chair at either that meeting or the next.

18. Treasurer

It is the duty of the Treasurer to ensure:

- a) That all money due to BPN is collected and received and that all payments authorised by BPN are made, and
- b) That correct books and accounts are kept showing the financial affairs of BPN, including full details of all receipts and expenditure connected with the activities of BPN.

19. Public Officer

- 1) The Public Officer, who must be over 18 years of age and a resident of NSW, is an authorised signatory for BPN.
- 2) The Public Officer need not be a Member.
- 3) The Public Officer is appointed by the Leadership Group.
- 4) The Leadership Group must fill any vacancy for Public Officer within 28 days and the new Public Officer must advise the NSW Department of Fair Trading of the details of the appointment within 28 days of taking office.
- 5) A former Public Officer must ensure that all documents of BPN in his/her possession are delivered to a Leadership Group member within 14 days of vacating office.
- 6) A Public Officer will vacate the position if he or she:
 - a) Dies, or
 - b) Resigns in writing to the Leadership Group, or
 - c) Is removed from the office by the passing of a resolution at a general meeting, or
 - d) Becomes bankrupt, or
 - e) Becomes a mentally incapacitated person, or
 - f) Ceases to be a resident of New South Wales, or
 - g) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months
 - h) Meets any circumstances as provided for in the Constitution.

20. Casual Vacancies

- 1) In the event of a casual vacancy, the Leadership Group may appoint a person to fill the vacancy subject to the conditions of Clause 14.2. The person so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting following the date of the appointment.

- a) If the number of committee members is fewer than the number required to make a quorum (i.e. less than 4), the existing Leadership Group members may appoint enough individual Members or members of BPN Affiliate or Member Groups to establish a quorum.
- 2) A casual vacancy occurs in the Leadership Group, if a member of the Leadership Group:
 - a) Dies,
 - b) Ceases to be a Member of BPN or ceases to be a member of a BPN Affiliate or Member group,
 - c) Becomes insolvent under administration within the meaning of the Corporations Act 2001 (Commonwealth),
 - d) Resigns office by notice in writing given to the Secretary,
 - e) Is removed from office under Clause 21,
 - f) Becomes a mentally incapacitated person,
 - g) Is absent without the consent of the Leadership Group for more than 25 per cent of Leadership Group meetings in each half year or fails to attend more than two consecutive meetings of the Leadership Group,
 - h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
 - i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the Corporations Act 2001 (Commonwealth).

21. Removal of Leadership Group Members

- 1) BPN in a general meeting may resolve to remove any member of the Leadership Group from the office of Leadership Group member before the expiration of the member's term and may resolve to appoint another person to hold office until the expiration of the term of the member so removed.
- 2) If a member of the Leadership Group to whom a proposed resolution referred to in subclause 1) makes written representations to the Secretary or Convenor and requests that the representations be notified to the Members of BPN, the Secretary or Convenor may send a copy of the representations to all Members or, if the representations are not sent, the Member is entitled to require the representations to be read out at the meeting that considers the resolution.

22. Leadership Group Meetings and Quorum

- 1) The Leadership Group must meet at least three times in each period of 12 months at a place and time determined by the Leadership Group. A Leadership Group meeting may be held at two (2) or more venues using any technology that gives each of the Leadership Group members a reasonable opportunity to participate.
- 2) Additional meetings may be convened by the Convenor or any member of the Leadership Group.
- 3) Oral or written notice of a meeting must be given to each member of the Leadership Group at least 48 hours (or such other period agreed unanimously by the members of the Leadership Group) before the appointed time of the meeting.
- 4) Notice of a meeting under subclause 3) must specify the general nature of the business and, unless otherwise agreed, no other business may be transacted.
- 5) Any four members of the Leadership Group constitute a quorum.
- 6) No business may be transacted unless a quorum is present. If there is no quorum within half an hour of the meeting time, the meeting will be adjourned to an agreed time and place.
- 7) If there is no quorum at the adjourned meeting, the meeting is to be dissolved.

- 8) Unless otherwise agreed to by the Convenor or Deputy Convenor, the Convenor, or Deputy Convenor will chair all meetings. If these officer bearers are absent, the remaining members of the Leadership Group may choose a member to take the chair.
- 9) Unless excused for a good and sufficient reason by the Leadership Group, non-attendance by a Leadership Group member of more than 25 per cent of Leadership Group meetings in each half year or failure to attend more than two consecutive meetings may be considered a request to resign from the Leadership Group. Thereafter the Leadership Group may terminate that member's membership of the Leadership Group.
- 10) Leadership Group members attending BPN meetings must declare any conflict of interest.

23. Delegation to Sub-committee

- 1) The Leadership Group may delegate to one or more subcommittees (consisting of Members or other persons that the Leadership Group think appropriate) the exercise of such functions as the Leadership Group specifies in writing, other than:
 - a) This power of delegation, and
 - b) A function that is a duty imposed on the Leadership Group by the Act or by any other law.
- 2) A function that has been delegated to a sub-committee under this clause may, until the delegation is revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this clause may be subject to conditions or limitations as specified by the instrument of delegation.
- 4) Despite any delegation under this clause, the Leadership Group may continue to exercise any function delegated.
- 5) Anything done or permitted by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as if it were done or permitted by the Leadership Group.
- 6) The Leadership Group may revoke wholly or in part any delegation under this clause.
- 7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

- 1) Questions arising at a Leadership Group or sub-committee meeting will be determined by consensus or by a majority of votes of members present at the meeting, provided there is a quorum.
- 2) Leadership Group meetings can be held at two or more venues using any technology the Leadership Group approves, so long as it gives each member a reasonable opportunity to participate. Leadership Group members using such technology have the same rights as members who are present at the meeting, including voting rights.
- 3) Each member present at a meeting (including the person presiding) is entitled to one vote but, in the event of an equality of votes, the chair may exercise a second or casting vote.
- 4) Subject to clause 22 (5) the Leadership Group may act despite any vacancy on the Leadership Group.
- 5) Anything done or permitted, or purported to have been done or permitted by the Leadership Group or a sub-committee appointed by the Leadership Group, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Leadership Group or sub-committee.
- 6) A Leadership Group member may submit through the Convenor a motion to be considered by the Leadership Group outside of a meeting of the Leadership Group, which the Convenor, at his/her discretion, shall distribute to Leadership Group members to vote on using any

technology that gives them a reasonable opportunity to participate and by which the question shall be determined within one week according to the provisions of this clause of this Constitution as if the members were present at a meeting.

Part 4 - General Meetings

25. Annual General Meeting – holding of

- 1) BPN must hold its first annual general meeting within 18 months of its registration under the Act.
- 2) BPN must hold its annual general meetings:
 - a) Within 6 months of the close of its financial year, or
 - b) Within such later time as may be allowed by the Director General (as defined in the Act) or prescribed by the Regulation.

26. Annual General Meeting – calling of and business

- 1) The annual general meeting is, subject to the Act and to clause 26, to be convened on a date, time and place that the Leadership Group thinks fit.
- 2) In addition to any other business that may be transacted at the annual general meeting, the business is to include the following:
 - a) To confirm the minutes of the preceding annual general meeting and of any special general meeting held since that meeting,
 - b) To receive from the Leadership Group reports on the activities of BPN during the last financial year,
 - c) To elect office bearers and members of the Leadership Group,
 - d) To receive and consider the report of the Treasurer, and other financial statements or reports required to be submitted to Members under the Act, and
 - e) Confirm the appointment of an auditor, where required.
- 3) An annual general meeting must be specified as such in the notice convening it.

27. Special General Meetings – calling of

- a) The Leadership Group may, whenever it thinks fit, convene a special general meeting of BPN.
- b) Special General Meetings may be held at more than one venue using any technology that the Leadership Group approves. The technology must enable reasonable opportunities for participation and Members who are participating using technology must have the same rights as other Members, including voting rights.
- c) The Leadership Group must, on the requisition in writing of at least five (5) per cent of the total number of Members, convene a special general meeting.
- d) A requisition of Members for a special general meeting:
 - a) May be submitted in written or electronic form.
 - b) Must state the purpose or purposes of the meeting,
 - c) Must be signed and dated by the Members making the requisition, either in writing or electronically,
 - d) Must be lodged with the Secretary, and
 - e) May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- e) If the Leadership Group fails to convene a special general meeting to be held within one month after the date of the requisition of Members 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.

- f) A special general meeting convened by a Member or Members as referred to in subclause 4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Leadership Group.
- g) A resolution put to a vote at a general meeting being held using technology, can be decided using a suitable method that the Leadership Group determines.

28. Notice

- 1) When the business proposed for a general meeting does not require a special resolution of BPN, the Secretary must give notice to each Member at least 14 days before the date fixed for the general meeting. The notice shall specify the date, place and time of the meeting and the nature of the business to be conducted at the meeting.
- 2) When the business proposed for a general meeting requires a special resolution of BPN, the Secretary must give notice to each Member at least 21 days before the date fixed for the meeting. The notice will specify, in addition to the date, place and time of the meeting and the nature of the business to be conducted, the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 2).
- 4) A Member who wishes 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 of a general meeting called after receipt of the notice from the Member.

29. Quorum for General Meetings

- 1) 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 the item.
- 2) Ten (10) Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business at a general meeting.
- 3) If within half an hour after the appointed time for the start of a general meeting a quorum is not present, the meeting:
 - a) If convened on the requisition of Members, is to be dissolved, and
 - b) In any other case, is to stand adjourned to a time and place specified at the time of the adjournment by the person chairing the meeting or communicated to the Members in writing before the adjourned meeting is to take place
- 4) If at the adjourned meeting there is no quorum within half an hour after the time appointed to begin the meeting, the Members present (being at least three 4) are to constitute a quorum.

30. Presiding Member

- 1) The Convenor or the Deputy Convenor is to chair any general meeting of BPN.
- 2) If the Convenor and Deputy Convenor are absent or unwilling to act, the Members must elect one of their number to chair the meeting.

31. Adjournment

- 1) The chair of a general meeting where a quorum is present may, with the consent of the majority, 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.

- 2) If a general meeting is adjourned for fourteen days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the business to be transacted at the meeting.
- 3) Except as provided in subclauses 1) and 2), notice of an adjournment of a general meeting or of the business to be conducted at an adjourned meeting is not required to be given.

32. Making of Decisions

- 1) A question arising at a general meeting of BPN is to be determined by:
 - a) A show of hands, or
 - b) A written or electronic ballot. If, on the motion of the chair, or if ten (10) or more Members present decide, the question shall be determined by a written and/or electronic ballot.
- 2) If the question is to be determined by a show of hands, the chair may declare that a resolution has, on a show of hands, been carried unanimously, carried by a particular majority or lost and there should be an entry to that effect in BPN minute book. This is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 3) If the question is to be determined by a written and/or electronic ballot, then the ballot is to be conducted in accordance with the directions of the chair.
- 4) General Meetings can be held at two or more locations using any technology that the Leadership Group approves, so long as it gives each Member a reasonable opportunity to participate.

33. Special Resolutions

A special resolution may only be passed by BPN in accordance with section 39 of the Act.

34. Voting

- 1) On any question arising at a BPN general meeting a Member has one vote only.
- 2) If Members who are associations or organisations wish to amend or update information about the person authorised to vote on the Members' behalf, they must do so at least fourteen (14) days before the date of the meeting.
- 3) If there is an equality of votes the chairperson is entitled to exercise a second or casting vote.
- 4) A Member is not entitled to vote at any general meeting of BPN unless all money due and payable by the Member has been paid.
- 5) A Member under 18 years of age is not entitled to vote.

35. Proxy Votes not permitted

Proxy voting is not permitted at or in respect of a general meeting.

36. Postal Ballots

- 1) BPN may hold a postal ballot to determine any issue or proposal.
- 2) A postal or electronic ballot will be conducted in accordance with Clause 13 of the Associations Incorporation Regulation 2016 (NSW).
- 3) Ballots may be returned by email in accordance with the relevant procedures determined at the time.

Part 5 - Miscellaneous

37. Insurance

BPN may effect and maintain insurance.

38. Funds - Source

- 1) BPN's funds are to be derived from joining fees and annual membership fees of Members, grants, donations and, subject to any resolution passed by BPN in general meeting, such other sources as the Leadership Group determines.
- 2) All money received must be deposited as soon as possible and without deduction to the credit of BPN's bank. Electronic transfer is the preferred method of receiving funds.
- 3) BPN must issue a receipt as soon as practicable after receipt of money.

39. Funds - Management

- 1) Subject to any resolution passed at a general meeting, BPN's funds are to be used to pursue BPN's objectives in such manner as the Leadership Group determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) of the individuals specified in subclause 3) below. Electronic funds transfer must also be authorised by two (2) of the individuals specified in subclause 3) below.
- 3) BPN is a not-for-profit incorporated association and funds may be paid to Members or individuals for bona fide reimbursement of expenses, or Members may derive remuneration that is pecuniary gain of a kind that they could also derive if they were not Members of the BPN. Such payments must be approved by the Leadership Group and signed off by the Treasurer or his/her delegate and one of at most three nominated signatories as determined by time to time by the Leadership Group
- 4) The BPN may not provide pecuniary gain for any of its Members. A pecuniary gain is defined in Section 5 of the Act.

40. Winding up of BPN

If BPN is wound up any surplus of the following assets shall be transferred to another organisation with similar or compatible objectives and which is not carried on for the profit or gain of its individual Members.

- a) Gifts of money or property for the principal purpose of the organisation,
- b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- c) Money received by the organisation because of such gifts and contributions.

41. Change of Name, Objects and Constitution

An application to the delegated authority (as defined in the Act) for registration of a change in BPN's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Secretary or Public Officer or a member of the Leadership Group delegated to do so.

42. Custody of Books

Except as otherwise provided by this Constitution, the Secretary or Public Officer must keep in his/her custody, or otherwise under his/her control, all records, books and other documents relating to BPN.

43. Inspection of Books

- 1) The following documents must be open to inspection, free of charge, by a BPN Member at any reasonable hour:
 - a) Financial documents of BPN,
 - b) The register of Members according to Clause 7,
 - d) The register of Leadership Group members,
 - e) This Constitution, and
 - f) Minutes of all Leadership Group meetings and general meetings of BPN.
- 2) A Member may obtain a copy of any of the documents referred to in subclause 1) on payment of a fee of not more than \$1 for each page copied.

44. Service of Notices

- 1) For the purpose of this Constitution, a notice may be served:
 - a) By delivering it to the individual personally,
 - b) By sending it by pre-paid post to the address of the person, or
 - c) By sending it by email or other form of electronic transmission to an address specified by the person for giving or serving of notices.
- 2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to be given or served:
 - a) In the case of a notice given or served personally, on the date on which it is received by the addressee,
 - b) In the case of a notice sent by pre-post, on the date on which it would have been delivered in the ordinary course of the post, and
 - c) In the case of email or facsimile or other electronic transmission, on the date it was sent.

45. Financial Year

BPN's financial year is:

- a) The period of time commencing on the date of incorporation and ending on the following 30 June, and
- b) Each period of twelve months after the expiration of the previous financial year of BPN, commencing on 1 July and ending on the following 30 June.