

Adoptee Rights Australia, Incorporated

Constitution

Under the *Associations Incorporation Act 2009*

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Part 1 Preliminary

1 Name, Purpose and Definitions

The name of the Association is **Adoptee Rights Australia Incorporated** and in these rules is called Adoptee Rights Australia.

Adoptee Rights Australia is established by adopted persons to give a national voice to their lived experience of adoption in Australia.

Adoptee Rights Australia exists as the peak body to advocate for reform in adoption legislation, policy and services in all Governments jurisdictions in Australia so that the human rights and wellbeing of adopted persons are restored, protected and promoted

Adoptee Rights Australia seeks to raise public awareness of, and support for, reform of adoption legislation, policy, and services across Australia.

Adoptee Rights Australia is established with the following objectives:

1. Advocate for reform of adoption legislation, policy and services so that the human rights and wellbeing of adopted persons is restored, protected and promoted.
2. Advocate for welfare checks and continued state accountability, in line with the UNCRC, for children in all forms of out-of-home care including adoption.
3. Advocate for and facilitate education activities to raise public awareness and awareness in the government/child protection and relevant service sectors of the lifelong impact of adoption, and raise support for reform of adoption legislation, policy, and services.
4. Advocate for free access by adopted persons to all legal, social, health and genetic information so that their connection to identity, family, heritage and culture can be restored, protected and promoted.
5. Participate in government legislative reviews, inquiries, investigations, studies or research to ensure the human rights and lived experience of adopted persons are included in findings and recommendations.
6. Advocate for general legislation, policy and services that respect families and restore, protect and promote the right of children to remain in their family, heritage and culture of birth.
7. Advocate to all governments, their relevant agencies and contractors to:
 - a. protect the safety and wellbeing of adopted children through ongoing regular welfare checks
 - b. reform legislation, policy and services to restore, protect and promote the right of adopted persons to their own family, heritage and culture
 - c. promote access to genetic medical history
8. Advocate that the evidence of life-stage and life-span trauma of neonatal-maternal separation is included in the design of legislation, policy and

services. Advocate for research to build an evidence base (including retrospective data linkage) on the impact of adoption across the lifespan for adopted persons.

9. Develop partnerships with other entities who share the objectives of: restoring, protecting and promoting the human rights and wellbeing of adopted persons, and; the reform of legislation, policies and services.
10. In collaboration with intercountry adoptee associations, lobby other countries regarding the negative impact of adoption on adopted people including the trauma of being permanently removed from their country of origin and their loss of cultural identity.
11. Advocate on behalf of children at risk of becoming adopted (including the unborn) and their mothers and families.
12. Develop and implement appropriate financial and fund-raising initiatives to enable the objectives of the Association to be achieved.

Definitions

- (1) In this constitution:

adopted person means a person whose name, connection to family, human rights or legal identity were changed through open, closed, private, or surrogate adoption arrangements, whether illegal or legislated within a domestic or intercountry context, and includes those persons who: were previously adopted but whose adoption has been discharged; are un-aware that they were adopted, and; are adopted persons of all ages and stages of life.

human right means the fundamental human rights formulated by the Universal Declaration of Human Rights (UDHR) and UN Convention on the Rights of the Child (UNCRC)

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (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

2 Membership

- (1) A person is eligible to be a full member of Adoptee Rights Australia if:
 - (a) the person is a natural person, and
 - (b) the person is an adopted person over the age of 18 at the time of applying for membership, and
 - (c) the person supports the objects of Adoptee Rights Australia and agrees to be bound by its rules
 - (d) the person has applied and been approved for membership in accordance with Section 3 – Application for membership.

- (2) A person is eligible to be an associate member of Adoptee Rights Australia if:
 - (a) the person is a natural person, and
 - (b) the person is over the age of 18 at the time of applying for membership, and
 - (c) the person supports the objects of the association and agrees to be bound by its rules, and
 - (d) the person has applied and been approved for associate membership in accordance with Section 3 – Application for membership.

- (3) Associates shall have all the rights and obligations of members, including attending any General Meeting of Adoptee Rights Australia, but may not vote at any meeting or in any election and may not be nominated or nominate for election to the Committee.

- (4) A person is taken to be a full member of Adoptee Rights Australia if the person was an elected committee member of the unincorporated body immediately before the registration of Adoptee Rights Australia, and has satisfied the requirements at Section 2(1) (a), (b) and (c).

- (5) A person is taken to be an associate member of Adoptee Rights Australia if the person was a member of the unincorporated body's Facebook group immediately before the registration of Adoptee Rights Australia.

3 Application for membership

- (1) An application by a person for membership of Adoptee Rights Australia:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of Adoptee Rights Australia.

- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine

whether to approve or to reject the application. The committee may refuse membership or associate status to any applicant at its discretion.

- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the individual applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of Adoptee Rights Australia.

4 Cessation of membership

A person ceases to be a full member of Adoptee Rights Australia if the person:

- (a) is not an adopted person, or
- (b) dies, or
- (c) resigns membership, or
- (d) is expelled from the association, or
- (e) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

An associate member ceases to be a member of Adoptee Rights Australia if the associate member

- (a) resigns membership, or
- (b) is expelled from the association

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of Adoptee Rights Australia:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of Adoptee Rights Australia may resign from membership of Adoptee Rights Australia by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of Adoptee Rights Australia ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, 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 of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person that is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of Adoptee Rights Australia, or
 - (b) if Adoptee Rights Australia has no premises, at Adoptee Rights Australia's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of Adoptee Rights Australia at any reasonable hour.
- (4) A member of Adoptee Rights Australia may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to Adoptee Rights Australia or other material relating to Adoptee Rights Australia, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member (other than an associate member) of Adoptee Rights Australia must, on admission to membership, pay to Adoptee Rights Australia a fee of between \$10 and \$50 dependent on their personal circumstances or, if some other amount or a waiver is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member (other than an associate member) under subclause (1), a member of Adoptee Rights Australia must pay to Adoptee Rights Australia an annual membership fee of between \$10 and \$50 dependent on their personal circumstances or, if some other amount or a waiver is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of Adoptee Rights Australia in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of Adoptee Rights Australia in each succeeding calendar year.

9 Members' liabilities

The liability of a member of Adoptee Rights Australia to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of Adoptee Rights Australia is limited to the amount, if any, unpaid by the member in respect of membership of Adoptee Rights Australia as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of Adoptee Rights Australia, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of Adoptee Rights Australia:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from Adoptee Rights Australia or suspend the member from membership of Adoptee Rights Australia 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.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until Adoptee Rights Australia confirms the resolution under clause 12,

whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to Adoptee Rights Australia in a general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) 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.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of Adoptee Rights Australia to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of Adoptee Rights Australia convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of Adoptee Rights Australia.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by Adoptee Rights Australia in general meeting, the committee:

- (a) is to control and manage the affairs of Adoptee Rights Australia, and
- (b) may exercise all the functions that may be exercised by Adoptee Rights Australia, other than those functions that are required by this constitution to be exercised by a general meeting of members of Adoptee Rights Australia, and
- (c) 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 Adoptee Rights Australia.

14 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of Adoptee Rights Australia, and
 - (b) up to 10 ordinary committee members,
each of whom is to be elected at the annual general meeting of Adoptee Rights Australia under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members is to be between 7 and 14 and this may be varied by resolution of the association at each AGM.
- (3) The office-bearers of Adoptee Rights Australia are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of Adoptee Rights Australia or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) 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.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (6) 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.
 - (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
 - (8) Notwithstanding anything in this section, any person elected to the committee of the unincorporated organisation, Adoptee Rights Australia immediately before the registration of Adoptee Rights Australia, shall be deemed to be validly elected and shall serve their full term of office and the committee shall be deemed to be properly constituted by those members.

16 Secretary

- (1) The secretary of Adoptee Rights Australia must, as soon as practicable after being appointed as secretary, lodge notice with Adoptee Rights Australia of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be moved and accepted as a true and accurate record at the next succeeding meeting.

17 Treasurer

It is the duty of the treasurer of Adoptee Rights Australia to ensure:

- (a) that all money due to Adoptee Rights Australia is collected and received and that all payments authorised by Adoptee Rights Australia are made, and

- (b) that correct books and accounts are kept showing the financial affairs of Adoptee Rights Australia, including full details of all receipts and expenditure connected with the activities of Adoptee Rights Australia.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint an eligible member of Adoptee Rights Australia 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.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of Adoptee Rights Australia, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 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* of the Commonwealth, or

19 Removal of committee members

- (1) Adoptee Rights Australia 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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of Adoptee Rights Australia, the secretary or the president may send a copy of the representations to each member of Adoptee Rights Australia 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.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine, including via online videoconferencing or phone conferencing.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) 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.
- (4) Notice of a meeting given under subclause (3) 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.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) 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.
- (7) 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.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president 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.

21 Appointment of Adoptee Rights Australia members as committee members to constitute quorum

- (1) 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 eligible members of Adoptee Rights Australia as committee members to enable the quorum to be constituted.
- (2) 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.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) 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.

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of Adoptee Rights Australia that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of 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.
- (3) 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.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, by instrument in writing, 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 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.
- (2) 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.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) 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 4 General meetings

25 Annual general meetings - holding of

- (1) Adoptee Rights Australia must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) Adoptee Rights Australia must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of Adoptee Rights Australia is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of Adoptee Rights Australia during the last preceding financial year,
 - (c) to elect office-bearers of Adoptee Rights Australia and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of Adoptee Rights Australia.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of Adoptee Rights Australia.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (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.
- (4) If the committee fails to convene a special general meeting to be held within 1 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 3 months after that date.

- (5) 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 committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Adoptee Rights Australia, 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Adoptee Rights Australia, 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 subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (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 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.

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 that item.
- (2) 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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) 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 3) are to constitute a quorum.

30 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of Adoptee Rights Australia.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of Adoptee Rights Australia stating the place, date and time of the meeting and the nature of 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 transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) 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 minute book of Adoptee Rights Australia, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of the association a member (being a member entitled under this constitution to vote) has one vote only.

- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

35 Proxy votes not permitted

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association 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 5 Miscellaneous

38 Insurance

Adoptee Rights Australia may effect and maintain insurance.

39 Funds - source

- (1) The funds of Adoptee Rights Australia are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by Adoptee Rights Australia in general meeting, any other sources that the committee determines.
- (2) All money received by Adoptee Rights Australia must be deposited as soon as practicable and without deduction to the credit of Adoptee Rights Australia's bank or other authorised deposit-taking institution account.
- (3) Adoptee Rights Australia must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by Adoptee Rights Australia in general meeting, the funds of Adoptee Rights Australia are to be used solely in pursuance of the objects of Adoptee Rights Australia in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Adoptee Rights Australia is non-profit

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

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42 Distribution of property on winding up of Adoptee Rights Australia

- (1) Subject to the Act and the Regulations, in a winding up of Adoptee Rights Australia, any surplus property of Adoptee Rights Australia 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.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.
- (3) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation

- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Change of name, objects and constitution

An application for registration of a change in Adoptee Rights Australia'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.

44 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to Adoptee Rights Australia must be kept in New South Wales:

- (a) at the main premises of Adoptee Rights Australia, in the custody of the public officer or a member of the association (as the committee determines), or Adoptee Rights Australia
- (b) if Adoptee Rights Australia has no premises, at Adoptee Rights Australia's official address, in the custody of the public officer.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of Adoptee Rights Australia at any reasonable hour:
 - (a) records, books and other financial documents of Adoptee Rights Australia,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of Adoptee Rights Australia.
- (2) A member of Adoptee Rights Australia 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.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of Adoptee Rights Australia to inspect or obtain a copy of records of Adoptee Rights Australia that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Adoptee Rights Australia.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or

- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been 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, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 Financial year

The financial year of Adoptee Rights Australia is:

- (a) the period of time commencing on the date of incorporation of Adoptee Rights Australia and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of Adoptee Rights Australia, commencing on 1 July and ending on the following 30 June.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.