

Lake Macquarie Sustainable
Neighbourhood Alliance
(Incorporated)



Constitution

Version No: 4.0 November 2021

This constitution was adopted at a Special General Meeting of the members of the Lake Macquarie Sustainable Neighbourhood Alliance, held online on 16 November 2021.

Definitions

	Definition
Sustainable Neighbourhood Group (Group)	A group of residents who have completed Council's Sustainable Neighbourhood process, by developing and launching their Sustainable Neighbourhood Action Plan (SNAP).
sustainability	The use of resources in a way that meets the needs of present and future generations, including: <ul style="list-style-type: none">• A healthy, balanced, enduring environment• A healthy, caring, and well connected community• A strong, balanced, and sustainable economy• A governance system that embraces participation and is transparent and accountable

1 Objects of the Lake Macquarie Sustainable Neighbourhood Alliance

The Lake Macquarie Sustainable Neighbourhoods Alliance (the Alliance) is a membership-based association. The Alliance is an incorporated association, registered with the NSW Department of Fair Trading.

The object of the Alliance is to empower the community to reduce its ecological footprint, protect the natural environment, increase well-being and participate in public life and decision making through the Sustainable Neighbourhoods Program of the City of Lake Macquarie through:

- Promoting Sustainable Neighbourhoods throughout the City of Lake Macquarie;
- Providing support and assistance to Sustainable Neighbourhood Groups and members in Lake Macquarie City including but not limited to:
 - Managing and promoting city-wide events;
 - Coordinating and promoting common events across the city;
 - Managing central services such as
 - Volunteer recruitment
 - Marketing and communications
 - Training
 - Sponsorship
 - Risk management and insurance
- Acting as a point of communication between Sustainable Neighbourhood Groups in Lake Macquarie, including collecting and distributing relevant information;
- Providing Council with guidance, advice and feedback on community engagement and empowerment issues relating to the Sustainable Neighbourhoods Program;
- Reducing duplication through identifying and addressing common issues for multiple Sustainable Neighbourhood Groups; and
- Undertaking other general activities associated with peak body responsibilities.
- Undertaking activities to develop sustainability initiatives in Lake Macquarie City.

2 Not for profit

The Alliance shall operate as a not for profit organisation. The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly

to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

3 Membership of the Alliance

3.1 Application for membership

A person may apply to become a member of the Alliance by:

- submitting the completed membership application form; and
- paying the annual membership fee.

The membership application form may be submitted to a local Sustainable Neighbourhood Group, or directly to the Alliance Board.

3.2 Term of membership

Membership remains valid for the duration of the financial year, commencing on 1 July and ending on the following 30 June each year.

Membership can be renewed each financial year by payment of the annual membership fee.

3.3 Membership fees

The amount of the annual membership fee may vary and is to be determined by either the local Sustainable Neighbourhood Group, or in the case of direct membership, by the Alliance Board.

The membership fee may be paid to a local Sustainable Neighbourhood Group, or directly to the Alliance Board.

3.4 Cessation of membership

A person ceases to be a member of the Alliance if the person:

- dies, or
- resigns membership, or
- is expelled from the association, or
- fails to pay the annual membership fee under clause 3.2 within 3 months after the fee is due.

3.5 Membership entitlements not transferable

A right, privilege or obligation, which a person has due to being a member of the association:

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

3.6 Resignation of membership

A member of the Alliance may resign from membership of the association by first giving to the Secretary written notice of at least 1 month (or any other period that the Board 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.

If a member of the Alliance ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

3.7 Register of members

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 who is a member of the association together with the date on which the person became a member.

The register of members must be kept in New South Wales:

- at the main premises of the association, or
- if the association has no premises, at the association's official address.

The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour. A member of the association may obtain a copy of any part of the register.

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.

A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person information relating directly to Sustainable Neighbourhoods business.

If the register of members is kept in electronic form:

- it must be convertible into hard copy, and
- the requirements above apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

3.8 Members' liabilities

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

4 The Board of the Lake Macquarie Sustainable Neighbourhood Alliance

The Alliance will be managed by the Board of the Lake Macquarie Sustainable Neighbourhood Alliance (herein after referred to as the Board).

4.1 Powers of the Alliance Board

The Alliance Board has the power to represent the interest of Sustainable Neighbourhoods as a whole, and the collective interests of Groups and members across the City.

In particular the Board shall:

- Promote the Sustainable Neighbourhoods Program of the City of Lake Macquarie;
- Support Sustainable Neighbourhood Groups and members by developing common policies, writing, coordinating and administering funding applications and grant funds, exploring insurance savings and distributing information to member groups;
- Invite and receive contributions and raise funds where appropriate, to finance the work of the Groups, and operate a bank account to manage such funds;
- Work in partnership with the Sustainable Neighbourhood Groups, and groups of a similar nature, promoting cooperative programs and initiatives including sharing of resources;
- Address and resolve issues affecting members and present a united voice on Sustainable Neighbourhood issues;
- Represent members by writing submissions on proposed social and legislative reforms that may impact on the Sustainable Neighbourhoods Program;
- Form committees, task forces, working groups and engagement groups which may be required from time to time (membership on committees shall be open to all Alliance members)
- Employ staff (who shall not be members of the Board) and volunteers as necessary to conduct activities to meet the objectives; and
- Take any form of action that is lawful, which is necessary to achieve the objectives of the Alliance.

The members of the Board shall:

- Be committed to implementing the objects of the Sustainable Neighbourhoods Board;
- Have an understanding and commitment to the concept of asset based community development; whereby citizens are empowered to take an active part in their community and in public life;
- Understand the strategic implications and outcomes of initiatives being pursued through Sustainable Neighbourhood Program outputs;
- Be genuinely supportive of the initiatives, and outcomes, being pursued in the Sustainable Neighbourhoods Program;
- Be an advocate for the program's outcomes;
- Have a broad understanding of program management issues and the approach being adopted; and
- Be committed to, and actively involved in pursuing the program's outcomes.

Whilst it is recognised that individual members may have particular expertise and interests, their position on the Board is as a representative, rather than as an individual expert.

4.2 Alliance Board Membership

Membership of the Board shall consist of a maximum of twelve persons who must be at least 18 years of age, drawn from the financial membership of the Alliance.

The Board may co-opt additional members from time to time, at its discretion. Such co-opted members shall only serve on the Board for a specified period, and, whilst serving in the position of co-opted member, will not have any voting rights.

4.3 Responsibilities of Board Members

The Board shall formally elect a Chairperson, Secretary, and Treasurer at the Annual General Meeting (AGM). All members of the Board are required to conduct themselves in a professional manner giving due deference to the views of others.

4.3.1 Chairperson

The Chairperson shall be responsible for the proper conduct of Board meetings and shall represent the Board in dealings with the public, Council and other organisations.

If at the commencement time of a Board meeting, the Chairperson is absent, the members present will elect one of their number to occupy the chair for that meeting. That member shall stand down if, or when, the Chairperson arrives.

4.3.2 Secretary

The Secretary shall convene the Board meetings, compose and distribute the agenda and prepare and distribute the minutes.

4.3.3 Treasurer

The Treasurer will be responsible to maintain accurate financial records and report to the Board on all financial matters associated with its functioning including expenditure and receipts. The Treasurer will prepare an audited annual financial report for presentation at AGMs.

4.3.4 Public Officer

The Public Officer is the official point of contact for the Alliance, and is responsible for the maintenance of official documents related to the association, as required by the Associations Incorporation Act 2009. The Public Officer role is usually the responsibility of the Chair.

4.4 Election of Board Members

Nominations for Board membership must be supported in writing by two Alliance members. Membership of the Alliance Board will be elected at the Annual General Meeting (AGM).

Only fully paid up members of the Alliance are eligible to nominate for membership of the Board or to vote at AGMs.

4.5 Tenure of Board Membership

Board members are elected for a twelve month term of office. All positions must be declared vacant at the AGM and nominations for membership declared open. If there are more nominations than Board positions, votes will be taken to make the appointments.

All paid members are entitled to vote at the AGM. Voting shall be by a show of hands on a majority basis. In the case of a tied vote, the Chairperson or an appointed Deputy shall make the final decision.

If a member resigns from the Board during a twelve month term, they can be replaced by nomination from the Alliance membership. If more than one person is nominated, the existing Board will fill the vacancy by voting on the nominees.

4.6 Termination of Board Membership

Membership of the Board will be terminated after a member's absence from three consecutive meetings without apologies. In order to continue their representation on the Board, members are required to attend a minimum of 50% of ordinary meetings during the term of office.

The Board shall have the power to terminate or suspend the membership of any member of the Board by resolution passed at a meeting. Written notice of a termination will be sent to the person within 10 days of the resolution being passed. Members shall have the right to appeal via an independent adjudicator determined by mutual agreement of the Board, within 10 days of receipt of the termination notice.

Any member of the Board may resign his/her membership by providing the Secretary with written notice.

4.7 Finance

Any money acquired by the Alliance, including donations, contributions and bequests, shall be paid into an account operated by the Board in the name of the Alliance. All funds must be applied to the objects of the Alliance, and for no other purpose.

Bank accounts shall be opened in the name of the Alliance. Any deeds, cheques, payments etc relating to the Alliance's bank account shall be signed by at least two (2) Board members.

Any income/expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilised effectively and that the Board stays within its budget. Official accounts shall be maintained, and will be examined according to relevant legislative requirements.

5 Board Procedures and Proceedings

5.1 Frequency of Meetings

The Board shall meet at least quarterly (February, May, August, and November) and will be notified by the Secretary no later than 10 working days prior to the meeting.

From time to time the Board may need to convene a special meeting to discuss urgent business. The Chairperson may decide to convene an out of session meeting of the Board, as necessary. Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the Board at least 48 hours before the time appointed for the holding of the meeting.

The membership of the Alliance can attend ordinary Board meetings by invitation, as observers.

5.2 Meeting Agenda Items

All agenda items must be forwarded to the Secretary by close of business seven working days prior to the next scheduled meeting. Any member of the Alliance may put forward an agenda item.

The meeting agenda, with attached meeting papers shall be distributed at least five working days prior to the next scheduled meeting.

The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary, and as time permits.

5.3 Minutes & Meeting Papers

The minutes of each Board meeting shall be prepared by the Secretary.

Full copies of the minutes, including attachments, shall be provided to all Board members no later than 10 working days following each meeting.

The minutes of out of session meetings and decision shall be recorded in the minutes of the next scheduled Board meeting. Members will be informed of decisions and issues that arise through email correspondence as needed

The minutes of each Board meeting will be monitored and maintained by the Secretary as a complete record as required under provisions of the *Archives Act 1983*.

5.4 Proxies to Board Meetings

Members of the Board may nominate a proxy to attend a meeting if the member is unable to attend. The proxy must be a member of the Sustainable Neighbourhood Alliance.

The Chair shall be informed of the substitution at least one working day prior to the scheduled nominated meeting.

The nominated proxy shall have voting rights at the attended meeting. The nominated proxy shall provide relevant comments/feedback, of the Board member they are representing, to the attended meeting.

5.5 Quorum for Board Meetings

A quorum of 50% (rounded up to one whole person) of the Board membership is required for the meeting to be recognised as an authorised meeting for the resolutions or recommendations to be valid.

No business is to be transacted by the Board 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.

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.

5.6 Voting and decisions

Questions arising at a meeting of the Board are to be determined by a majority of the votes of members of the Board present at the meeting.

Each member present at a Board meeting (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.

5.7 Conflicts of Interest

Board members shall disclose any conflict of interest or affiliation that may impact on their impartiality in regard to the subject matter before the Board. It is particularly important to declare pecuniary (financial) interests. This must be recorded in the minutes. The Chairperson is responsible to decide if a member should not vote on a matter due to a member declaring they may have a conflict of interest. If the Chair declares a conflict of interest, the Secretary will decide if the Chair should not vote on the matter.

6 General Meetings

6.1 Annual General Meetings

The Annual General Meeting (AGM) shall take place no later than six months after the end of the financial year.

At least fourteen (14 days) notice must be given to all Alliance members before the meeting takes place. The membership of the Alliance can attend the AGM, and will have voting rights.

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- to receive from the Board and Alliance members reports on the activities of the association during the last preceding financial year,
- to elect office-bearers of the association and ordinary committee members, and
- to receive and consider any financial statement or report required to be submitted to members.

6.2 Special General Meetings

The Board may, whenever it thinks fit, convene a special general meeting of the Alliance.

At least fourteen (14 days) notice must be given to all Alliance members before the meeting takes place. The membership of the Alliance can attend the special general meeting, and will have voting rights.

The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association. A requisition of members for a special general meeting:

- must be in writing, and
- must state the purpose or purposes of the meeting, and
- must be signed by the members making the requisition, and
- must be lodged with the Alliance Secretary, and

- may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- A requisition and associated signatures may be transmitted and lodged by electronic means.

If the Board 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.

A special general meeting convened by a member or members as referred to above must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

6.3 Quorum for general meetings

A quorum of five members present is required for a general meeting to be recognised as an authorised meeting for the resolutions or recommendations to be valid.

No business is to be transacted at a general meeting unless a quorum is present.

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- if convened on the requisition of members—is to be dissolved, and
- in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 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.

6.4 Presiding member

The Chairperson is to preside as chairperson at each general meeting of the Alliance.

If the Chairperson is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

6.5 Making of decisions

A question arising at a general meeting of the association is to be determined by:

- a show of hands or, any appropriate corresponding method that the committee may determine, or
- 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.

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 meeting minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

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.

6.6 Voting

On any question arising at a general meeting of the association a member has one vote only.

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.

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.

A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

6.7 Proxy votes not permitted

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

7 Financial year

The financial year of the association is:

- the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

8 Alteration to the Constitution

Any changes to the Constitution must be agreed by a majority vote at a special general meeting.

Amendments to this document or dissolution of the Group must be conveyed to the Secretary formally in writing. The Secretary and other officers shall then decide on the date of a special general meeting to discuss such proposals, giving members at least four weeks (28 days) notice.

9 Dissolution

The Alliance may be dissolved according to provisions of the *Associations Incorporation Act 2009*.

To dissolve its association, the Alliance must pass a special resolution that:

- approves the cancellation of its registration
- proposes the distribution of its assets.

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

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.