

Constitution of

BLUE MOUNTAINS SAFE SPACE FOR SUICIDE PREVENTION INC.

Incorporated under the *Associations Incorporation Act 2009* (NSW) (**the Act**) and the
Associations Incorporation Regulation 2016 (NSW) (**the Regulations**)

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1. The association's name

The name of the association is

BLUE MOUNTAINS SAFE SPACE FOR SUICIDE PREVENTION INCORPORATED

2. Aims and Objectives

The aims and objectives of the association are:

- a) Provide a community funded & led SAFE SPACE in one or more easily and safely accessible sites for anyone experiencing suicidal ideation, and/or emotional distress including at the point of crisis.
- b) Meet the holistic needs of guests to the SAFE SPACE to a point which prevents suicide.
- c) Provide a warm, welcoming environment embodying a trauma-informed 'no wrong' door approach and assist with non-clinical supports for guests or offer warm connections to other supports.
- d) Ensure every guest to the SAFE SPACE is welcomed by a compassionate and capable volunteer workforce consisting of appropriately trained people with lived experience of suicide which may encompass; suicidal ideation, survival of a suicide attempt, caring for someone through suicidal crisis, or bereaved by suicide.
- e) Governing and managing the SAFE SPACE jointly with people with lived experience of suicide.
- f) Through active engagement and information sharing, foster community awareness of suicidal crisis support, and reduce stigma surrounding suicide.

3. Financial year

The financial year of the association starts on 1 July of each year and runs for a period of 12 months ('Financial Year'), except for the first financial year of the association which starts on the date of incorporation of the association and stops on 30 June.

4. Use of the association's income and assets

- a) The association must not distribute any surplus, income or assets directly or indirectly to its members.
- b) Clause 4 does not prevent the association from paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member.

MEMBERSHIP

5. Membership qualifications

Any person who supports the aims and objectives specified in clause 2 can apply to join as a member.

6. Membership applications

- a) Any person who is 18 years of age or older may apply to join the association as a member by writing to the Secretary of the association via post, email, or other electronic form of correspondence.
- b) Applications for membership must be in the form approved by the Committee (if any).
- c) The Committee can approve or reject a membership application.
- d) The Committee must consider applications for membership of the association and notify the applicant of its decision as soon as practicable.
- e) If the Committee rejects a membership application, it is not required to give reasons for that decision when informing the individual their membership application has been rejected.
- f) A person becomes a member when the Secretary adds the person's name and address to the Register of Members. The Secretary must notify the member of the start date for their membership.

7. Membership Fees

The association does not require any joining fees, subscription fees or other payments from members.

8. Members' liabilities

A member of the association does not have any liability to contribute to the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

9. Ending membership

- a) A person ceases to be a member of the association if the person:
 - i. dies
 - ii. resigns that membership by notice in writing to the Secretary
 - iii. is expelled from the association in accordance with clause 12 of this constitution
 - iv. where within 28 days of holding the AGM, the Secretary has made a written request to the member to confirm they wish to remain a member and the member has not, within three months after receiving that request, confirmed in writing that they wish to remain a member
- b) When a membership ends, the association will not refund any membership fees already paid.

10. Membership entitlements not transferable:

- a) A right, privilege, or obligation which a person has by reason of being a member of the association -
 - i. is not capable of being transferred or transmitted to another person; and
 - ii. is terminated upon cessation of the person's membership.

11. Register of members

- a) The Secretary must establish and maintain a register of members of the association (Register of Members) specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- b) The Register of Members can be kept in written or electronic form and must be kept at either the main premises of the association or at the association's official address.
- c) The Secretary must update the Register of Members within 14 days of being notified of a change to the details recorded on the register or the member ceasing to be a member.
- d) If a member requests that any information contained on the Register of Members about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- e) A member must not use information about a person obtained from the Register of Members to contact or send material to the person other than for purposes relating directly to the activities of the association e.g. official newsletters, notification of meetings, events organised by the association, any other purpose necessary to comply with a requirement of this constitution.

12. Disciplining members

- a) The Committee can discipline a member of the association if it considers the member has breached this constitution or if the member's behaviour is causing (or has caused) damage or harm to; the association, a person who is a member, or a guest of the SAFE SPACE.
- b) The Committee may, by resolution:
 - i. expel the member from the association; or
 - ii. suspend the member from membership of the association for a specified period.
- c) Resolutions of the Committee under clause 12 b) can only be confirmed or revoked after:
 - i. The Secretary, as soon as practicable, sends a formal notice in writing to the member. A formal notice under this clause must include:
 - Setting out the resolution of the Committee and the grounds on which it is based
 - An option for the member to address the Committee within 28 days after the notice date
 - An option for the member to submit written representations relating to the resolution
 - ii. The Committee takes any oral or written representations from the member into account in determining the outcome to confirm or revoke the resolution.
- d) Where the Committee confirms a resolution under clause 12, the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the outcome and of the members' right of appeal under clause 13.
- e) Confirmed resolutions take effect after period for appeal has elapsed or after voting as per clause 13.

13. Right of Appeal of disciplined member

- a) A member may appeal the outcome of a disciplinary resolution confirmed by the Committee at a general meeting of the association.
- b) If a member intends to appeal the outcome of the disciplinary procedure in clause 12, they must notify the Secretary in writing within seven (7) days after notice of the outcome is given to the member.
- c) If the Secretary receives a notice from a member, the Secretary must notify the Committee. The Committee must convene a general meeting of the association within 28 days after the date on which the Secretary received the notice.
- d) At a general meeting of the association convened for this purpose:
 - i. the Committee and the member must be given the opportunity to state their cases orally or in writing, or both; and
 - ii. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and
 - iii. no business can be dealt with at the meeting.
- e) The appeal is to be determined by a simple majority of votes cast by members of the association present at the general meeting. The appeal may not be determined by a postal or electronic ballot.

14. Resolving internal disputes

- a) Disputes referred to in this clause may encompass a dispute between:
 - i. a member and the association; or
 - ii. a member and another member

For the avoidance of doubt, the definition of a member in clause 14 a) includes a Committee member.
- b) For any dispute in matters which relate to the association, the people involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to them all (Negotiation Period).
- c) If the dispute cannot be resolved to the satisfaction of all parties during the Negotiation Period:
 - i. the person or people with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance; and
 - ii. the Committee must, within 14 days after receipt of a notice relating to a grievance, appoint an unbiased mediator to hear from all the people involved and try to find a solution. The person or people providing the notice must pay the costs of the mediator unless the Committee determines that the association should meet those costs; and
 - iii. the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator.
- d) If the Committee is unable to resolve the dispute using means at its disposal, the dispute will be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centre Act.

THE COMMITTEE

15. The Committee members

- a) The association is governed by a management Committee (Committee) that is made up of Committee members elected in accordance with this constitution.
- b) The Committee is made up of the following Committee members:
 - i. the President, the Treasurer, the Secretary, the Volunteer Coordinator (the Office Bearers); and
 - ii. up to five general Committee members.
- c) All members of the association who are at least 18 years of age shall be eligible for office.
- d) Committee members are elected by members of the association at each Annual General Meeting (AGM) in accordance with this Constitution, and subject to this Constitution, hold office until the conclusion of the next Annual General Meeting following the date of the member's election, but shall be eligible for re-election at that Annual General Meeting.

16. The Committee's responsibilities and functions

The Committee, subject to this Constitution and to any resolution passed at a General Meeting:

- a) Shall manage the affairs of the association and can exercise all powers and functions of the association (consistently with this Constitution, the Act, and the Regulations), except for powers and functions that are required by this Constitution to be exercised by a General Meeting of members of the association.
- b) Is responsible for managing any delegation of its powers and functions
 - i. The Committee can delegate any of its powers and functions to a Committee member, a sub-Committee, or a member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.
 - ii. A delegation must be in writing and recorded in Committee meeting minutes.
 - iii. There can be conditions or limitations on a delegation if the Committee considers it appropriate.
 - iv. A delegation can be revoked by the Committee in writing to the delegated party.
- c) Appoints a Public Officer and at least one other authorized signatory to execute documents on the association's behalf. An authorised signatory must be a Committee member or a member.
- d) Keeps accurate minutes of general meetings and Committee meetings of the association.
- e) Discloses as soon as possible any direct or indirect conflict of interest (COI) of a Committee member in a matter that is being or will be considered at a Committee meeting and record the COI in the minutes.
- f) Keeps accurate records of the association's financial transactions and financial position.
- g) Keeps all records, books, documents and securities of the association including an up-to-date Register of Members in accordance with this constitution.

17. Election of the Committee

- a) Nominations for each position can be made to the Secretary in writing up to 48 hours before the AGM.
- b) The chair of the annual general meeting can accept additional nominations at the meeting.
- c) Candidates may nominate themselves or may be nominated by another member if there is consent.
- d) If the number of candidates for a position is fewer than the number to be elected:
 - i. the chair of the meeting must declare elected those candidates who have been nominated; and
 - ii. any positions without nominations are deemed casual vacancies which the Committee may fill
- e) If the number of candidates for a position is equal to the number to be elected, the chair of the meeting must declare those candidates elected.
- f) If there are more candidates for a position than the number to be elected, a ballot must be held in accordance with the following:
 - i. The chair of the meeting must appoint a returning officer to conduct the ballot; and
 - ii. The candidates may each make a short speech in support of their election; and
 - iii. The election must be by secret ballot conducted by paper or equivalent electronic means; and
 - iv. Proxies will be accepted; and
 - v. For a ballot to be counted as valid, voters must write down the names of the candidate(s) they wish to vote for, not exceeding the number of vacancies; and
 - vi. The returning officer must declare elected the number of candidates to be elected who receive the most votes unless two or more candidates receive the same number of votes but not all those candidates with the same number of votes are to be elected. The returning officer will draw lots to determine which candidates receiving the same number of votes will be elected.

18. The Public Officer

- a) A public officer is the official point of contact between The Department of Fair Trading and the association and is automatically one of the authorised signatories to sign official documents on behalf of the association. However, they are not automatically a signatory of the association's bank account.
- b) The Committee must appoint a Committee member or member of the association as Public Officer and notify the relevant Government department of their appointment in accordance with the Act.
- c) A Public Officer can be removed from office by the passing of a resolution at a general meeting.
- d) The Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises (or such other time as specified in the Act from time to time).

19. Committee member resignations, removal and casual vacancies

- a) A casual vacancy in the office of a member of the Committee occurs if:
 - i. The member dies; or
 - ii. The member becomes a mentally incapacitated person; or
 - iii. The member ceases to be a member of the association; or
 - iv. The member resigns office by notice in writing given to the Secretary; or
 - v. The member is removed from office by a resolution of members of the association; or
 - vi. The member is absent from three consecutive Committee meetings without being granted a leave of absence by the Committee; or
 - vii. If a position fails to be filled at an appropriate election at a properly constituted General Meeting.
- b) In the event of a casual vacancy occurring, the Committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting after the date of their appointment.
- c) Should the Committee be unable to select a replacement for two or more vacant positions then a Special General Meeting of the association shall be called to elect such replacement Committee members as are necessary, and such elected Committee members will then serve for the remainder of the term.
- d) Upon written application to the Committee, setting forth good and sufficient cause, leave of absence may be granted by a quorum of Committee members excusing a Committee member from attending Committee meetings and/or the duties of their position for a length of time specified in the written application.
- e) The Committee may act despite vacancies in its membership so long as it retains a minimum of three (3) members on the Committee.

20. Calling Committee meetings

- a) The Secretary must give seven days' written notice of a Committee meeting to Committee members unless the meeting is an urgent meeting.
- b) For urgent meetings, the Secretary must give at least 24 hours' notice (which need not be in writing) unless the Committee members unanimously agree to a shorter period of notice.
- c) Notice of a meeting must specify the place, date and time of the meeting and the general nature of the business to be conducted at the meeting. If the meeting is to be held via technology, the notice must state this and include instructions for accessing the meeting.
- d) At an urgent meeting, only the business for which the meeting was called may be conducted.
- e) The Committee can decide how often it meets.
- f) Committee meetings may be convened by the President.
- g) An urgent Committee meeting may be convened by the President or by any Committee member.

21. Committee meetings procedure

- a) As long as all Committee members that are present can hear, participate and communicate clearly at the same time, Committee meetings may be held at more than one place using technology (such as telephone or video conferencing).
- b) The President is entitled to chair Committee meetings.
- c) If the President is not present, or does not wish to chair the meeting, any Committee member is entitled to chair and can be appointed by those present.
- d) Decisions of the Committee at a Committee meeting are to be determined by a majority of the votes of the Committee members present at the meeting.
 - i. Each Committee member has one vote.
 - ii. There is no voting by proxy.
 - iii. The chair of the meeting does not have a casting vote. If an equal number of votes are cast for and against a motion or amendment, the chair must declare the motion or amendment lost.
- e) Subject to this constitution, the procedure to be followed at a Committee meeting may be determined from time to time by the Committee.
- f) No business may be conducted at a Committee meeting unless a quorum is present (either in person or using technology).
- g) Quorum is the presence of a majority of the Committee members at the time.
- h) If a Quorum is not present within 30 minutes after the notified commencement time of a Committee meeting the meeting must be adjourned to a date no later than 14 days after the adjournment. Notice of the time, date and place to which the meeting is adjourned must be given in accordance with this constitution.

22. Annual General Meetings

- a) The association must hold an AGM within six months of the end of the association's Financial Year or such other time as permitted by the Act or Regulations.
- b) The Committee determines the date, time and place of the AGM.
- c) The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports on the activities of the association during the previous Financial Year, receive and consider any financial statement or report required to be submitted to members under the Act and to elect Committee members.
- d) The AGM may also conduct any other business of which notice has been given in accordance with this constitution.

23. Calling a Special General Meeting

- a) The Committee may, whenever it deems fit, convene a Special General Meeting (SGM) of the association.
- b) A SGM is a general meeting of the association that is not an AGM.
- c) The Committee must convene a Special General Meeting (SGM) if a request to do so is made in accordance with this rule by at least 5% of the total number of members.
- d) This request by members for a SGM must:
 - i. be in writing; and
 - ii. state the business to be considered at the meeting and any resolutions to be proposed; and
 - iii. include the names and signatures of the members requesting the meeting; and
 - iv. be given to the Secretary.
- e) If the Committee does not convene a SGM within one month after the date on which the request is made, any one or more of those members making the request may convene the SGM.
- f) A SGM convened by members must:
 - i. be held within three months after the date on which the original request was made; and
 - ii. only consider the business stated in that request.
- g) The association must reimburse all reasonable expenses incurred by the members convening a SGM.

24. Notice of general meetings

- a) In this constitution, a reference to a general meeting includes an AGM or an SGM.
- b) Notice of the date, time and place of a general meeting must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the date of the meeting in writing to each member's postal or email address listed on the register of members.
- c) If the general meeting is to be held via video conferencing technology the notice must state this and include instructions for accessing the meeting.
- d) The notice must specify whether the general meeting is an AGM or an SGM.
- e) Notices of general meetings must include all proposed matters and motions to be dealt with at that meeting.
- f) If a special resolution is proposed, the notice must also include:
 - i. the full proposed resolution, and
 - ii. a statement of the intention to propose the resolution as a special resolution.

25. General meetings procedure

- a) If all members present at the meeting can hear and communicate clearly at the same time, general meetings may be held at more than one place using video conferencing technology.
- b) A member participating in a general meeting using video conferencing technology as permitted under this constitution is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- c) The President is entitled to chair general meetings.
- d) If the President is not present, or does not wish to chair the meeting, any Committee member is entitled to chair and can be appointed by those present.
- e) Decisions at a general meeting must be made by majority vote (subject to the provisions in this constitution regarding special resolutions).
- f) Other than resolutions being voted on by way of postal or electronic ballot, votes must be held by:
 - i. where no member has appointed a proxy on that member's behalf, a show of hands; or
 - ii. where no member has appointed a proxy on that member's behalf, a written ballot; or
 - iii. another method determined by the chair that is fair and reasonable in the circumstances.
- g) If a vote is held initially by show of hands (or any other method determined by the chair), any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.
- h) Subject to the Act, and this constitution, each member has one vote on any question arising at the meeting except where a member holds one or more, but not more than 3, proxy votes as set out below.
- i) The chair of the meeting does not have a casting vote. If an equal number of votes are cast for and against a motion or amendment, the chair must declare the motion or amendment lost.

26. Appointment of proxies

- a) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- b) Where the vote is concerning a resolution, the notice appointing the proxy shall contain the wording of the resolution and state the proxy is authorised to vote on that resolution in the way specified by the member appointing the proxy.
- c) Where the vote is for an election, the notice appointing the proxy shall be submitted in writing to the Secretary no later than 24 hours prior to the election and the member appointing the proxy may:
 - i. specify that the proxy is to be exercised at the discretion of the person appointed proxy; or
 - ii. specify part of the direction of the proxy, leaving the unspecified part to the proxy holder; or
 - iii. fully direct the proxy as to intent.
 - iv. If the member appoints the Chairperson of the meeting as proxy then the proxy must be fully directed as to intent.

27. Quorum for general meetings and adjournment

- a) No business may be conducted at a general meeting unless a quorum of members entitled under this constitution to vote is present (either in person or using video conferencing technology).
- b) Quorum is 10% of the members or any three members of the association, whichever is higher.
- c) The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting. This notice does not have to comply with time for notice requirements of this constitution unless the adjourned meeting is more than 21 days after the original meeting date.
- d) No business may be conducted at an adjourned meeting, other than the business that remained unfinished when the meeting was adjourned.

28. Postal or electronic ballot

- a) Unless otherwise specified in this constitution, the association may hold a postal or electronic ballot for members to vote on any matter or resolution (including matters to be determined by special resolution).
- b) The Committee is responsible for deciding whether a postal or electronic ballot is to be held.
- c) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked. 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.

29. Special resolutions

A special resolution is passed if it is supported by at least three-quarters of the votes cast by members of the association who are entitled to vote on the resolution in person or by proxy.

30. Custody of documents and members' access to documents

- a) The Treasurer must keep custody of the financial records of the association. The financial records must correctly record and explain the association's financial transactions and financial position.
- b) The Treasurer must ensure that financial records of the association are kept in either written or electronic form for at least seven years after their creation (or any longer period as required by law).
- c) The Secretary must keep custody of all books, documents, and securities of the association (other than the financial records held by the Treasurer in accordance with this constitution).
- d) The Secretary must keep and maintain a Register of Members in accordance with this constitution, the Act and the Regulations.
- e) The Secretary must ensure that minutes of general meetings and Committee meetings are kept in either written or electronic form for at least five years after the record was made (or any longer period as required by law).

- f) If the records, books, and documents of the association are kept in electronic form, they must be convertible into hard copy.
- g) A member may, subject to this constitution, inspect the following records, books, and documents of the association, free of charge at any reasonable hour:
 - i. the Register of Members.
 - ii. the constitution of the association.
 - iii. minutes of Committee meetings and general meetings of the association; and
 - iv. other books, documents and securities of the association including financial records, contracts, and, if kept, the asset records of the association.
- h) A member can write to the Secretary asking for copies of a record, book, or document of the association.
- i) The association must provide copies of a record, book, or document of the association if a member requests copies in accordance with this constitution (and unless the association is permitted to refuse the request in accordance with this constitution).
- j) If the association determines a member is entitled to a copy of the record, book, or document, it must be made available to the member within a reasonable time of the request.
- k) Subject to the Act and Regulations, the association can refuse a request to inspect or get copies of the books, records and documents of the association, or provide only limited access, if they contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the association.

31. Funds

- a) The association's funds can be from membership fees (if any), donations, grants, fundraising, interest, and any other sources approved by the Committee.
- b) The funds of the association are to be used solely in pursuance of the aims and objectives of the association in the manner that the Committee determines.
- c) The Committee may determine such procedures governing the management of the association's funds as it considers appropriate.
- d) Cheques (if used by the association), EFT transfers or cash payments made from the association's funds, and all other financial transactions, must be authorised in such manner as determined by the Committee from time to time.
- e) Financial records must be kept and stored in either electronic or hard copy for seven years after the record was created (or such other periods as required by law).

32. Changing the constitution

Subject to the Act and Regulations, this constitution may be changed, added to, or replaced only by special resolution of the association's members at a general meeting.

33. Winding up the association

- a) The members may vote by special resolution at a general meeting to wind up the association.
- b) If the association is wound up, any surplus property must not be distributed to members or former members of the association unless they are acting on behalf of an organisation which meets the criteria listed in clause 33 d).
- c) The surplus property of an association is the 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.
- d) Subject to the Act, the Regulations, any other applicable law, and any court order, if the association is wound up, any surplus property must be given or transferred to another fund, authority or institution which is in each case:
 - i. charitable at law.
 - ii. required to pursue charitable purposes similar to, or inclusive of, the purposes of the association
 - iii. required to apply its income and assets in promoting its purposes.
 - iv. prohibited from making distributions to its members to at least the same extent as the association.
 - v. endorsed as a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth); and
 - vi. selected by a special resolution of members at a general meeting to wind up the association.

34. Revocation of deductible gift recipient endorsement

- a) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the assets listed under this clause shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made. Surplus assets include:
 - i. gifts of money or property for the principal purpose of the organisation
 - ii. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - iii. money received by the organisation because of such gifts and contributions

35. Notices

- a) Members must give the association their address for notices and notify the Secretary of any change to that address (the address for notices may include an email address).
- b) Notice may be given to a member personally or by sending it to the address last given by the member.
- c) Notice may be given by members to the association or the Committee by sending the notice by post to the registered address, or, by email to the email address of the association or the Secretary.
- d) Where a document is sent to a person by written notice, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or the email would have arrived in the ordinary timeframe of internet mail delivery.

36. By-laws

- a) The association may adopt by-laws not inconsistent with this Constitution, embodying additional provisions for the management of this association. Such by-laws shall be amended from time to time as provided therein.
- b) The Secretary will keep a record of all current by-laws in effect
- c) These by-laws may be adopted or amended at a general meeting of the association when the following criteria have been met:
 - i. Any proposed by-law or amendment to a by-law is not inconsistent with this Constitution; and
 - ii. notice of such proposed by-law/s or amendment/s have been published to all members at least twenty-one days before the general meeting where members are voting on adopting or amending a by-law or by-laws; and
 - iii. a quorum is present at the general meeting where members are voting on adopting or amending a by-law or by-laws; and
 - iv. an affirmative vote of not less than three quarters of the members present and voting is cast

37. Definitions

In this Constitution:

“member” shall mean a member of the association who is not a Committee member

“Committee” shall mean that group of persons comprising the association’s President, Secretary, Treasurer, Volunteer Coordinator, and the elected general Committee members

“Committee member” shall mean an office bearer or a general Committee member as per clause 15

“Special General Meeting” shall mean a meeting of the association, other than Annual General Meeting, which has been called according to this Constitution to deal with specific agenda items

“General Meeting” shall mean, according to context, either a Special General Meeting or an Annual General Meeting

“written notice” shall mean notice to members sent

- i. by pre-paid post to the postal address held on the membership list; or
- ii. by electronic mail to their last advised email address
- iii. by “In Clear” text message by SMS to the member’s last advised mobile telephone number.

“In clear” text shall mean text which uses fully realised spelling and grammar without abbreviation or corruption.