

Reconciliation NSW: Explanatory Note re Constitution Amendments

1 Explanatory note — Amendment of the Constitution

1.1 Background

It is proposed that amendments be made to Reconciliation NSW's Constitution. These changes relate to minor typographical changes in the Constitution. These changes do not affect substantive elements of the Constitution and are primarily proposed to improve its coherence and structure.

1.2 Special resolution

A special resolution is required to amend the Constitution, in accordance with sections 10 and 12 of the *Associations Incorporation Act 2009* (NSW).

The proposed special resolution to amend the Constitution, to be voted on at the annual general meeting, has been provided separately in the notice of the annual general meeting.

To assist in identifying the proposed amendments to the Constitution, a table outlining the changes and the reasons behind these is attached as Annexure A to this Explanatory Note. A marked-up copy of the Constitution, showing the proposed amendments, is also attached to as Annexure B to this Explanatory Note.

1.3 Board Recommendation

The Board unanimously recommends that members vote in favour of the special resolution.

Annexure A – Table of Proposed Amendments to the Constitution

Sections of Constitution	Proposed Amendments
Section 1	Amend the name of Reconciliation NSW to align with its name as incorporated.
Section 3	<ul style="list-style-type: none"> • Amend typographical error. • Introduce the definition of Reconciliation NSW to align with its name as incorporated. • Ensure definitions are in the correct order.
Sections 5, 6, 7, 14, 15, 17, 18, 21, 22, 24 and 27 - 49	Amend formatting and typographical errors and associated cross-references.
Sections 27 and 28	Update references to align with the <i>Associations Incorporation Act 2009</i> (NSW).
Various	Replace references to “rule” with “section” for consistency.
Various	Replace references to “these rules” with “these Rules”.
Various	Replace references to “secretary” with “Secretary”.

Annexure B – Marked-up Copy of Constitution



Reconciliation
NSW

Objects & Constitution

Incorporated under the *Associations
Incorporation Act 2009* of NSW

Part 1 – Preliminary


1. Name

The name of the incorporated association is [NSW Reconciliation Council Incorporated](#) ~~Reconciliation NSW Inc.~~

2. Objects

The objects of Reconciliation NSW are to:

- 2.1** Relieve poverty, sickness, suffering, distress, misfortune, destitution and helplessness amongst the Aboriginal and Torres Strait Islander people of New South Wales and Australia.
- 2.2** Recognise that such poverty, sickness, suffering, distress, misfortune, destitution and helplessness result from such Aboriginal people having been progressively dispossessed of their lands and/or waters, without compensation, as a consequence of which they have been socially, spiritually and economically disempowered and are now the most disadvantaged section of Australian society, to assist such Aboriginal people, without limitation.
- 2.3** Improve self-reliance and their economic, social and cultural circumstances.
- 2.4** Regain recognition of their rights and interests in lands and/or waters arising from their traditional laws and customs.
- 2.5** Access and enjoy their traditional lands and/or waters.
- 2.6** Have a voice in relation to the future use and exploitation of their traditional lands and/or waters.
- 2.7** Promote understanding of the nature and causes of social, emotional and economic disadvantage experienced by Aboriginal and Torres Strait Islander people.
- 2.8** Advance and promote the reconciliation process through the promotion of equitable and just communities which acknowledge and respects Aboriginal and Torres Strait Islander peoples, cultures and values in order to close the gap of disadvantage.
- 2.9** Promote opportunities to maximise the benefits of programs and projects that assist in improving the wellbeing (including social, emotional and economic wellbeing) of Aboriginal and Torres Strait Islander people.
- 2.10** Raise community awareness and understanding accepting the history of our shared experience between Aboriginal and Torres Strait Islander people and the wider community.
- 2.11** Advocate for social justice, equity, self-determination and rights to address a history of exclusion, dispossession and oppression to ensure every Aboriginal and Torres Strait Islander person is free to participate fully and to reach their individual potential.

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- 2.12** Facilitate community and business partnerships to achieve social and economic equality for Aboriginal and Torres Strait Islander people.
 - 2.13** Bring together Aboriginal and Torres Strait Islander Peoples and other Australians to promote and support reconciliation in order to close the gap of disadvantage.
 - 2.14** Develop Reconciliation Strategic and Action Plans which:
 - (a) Make a contribution to addressing Aboriginal and Torres Strait Islander disadvantage;
 - (b) Promote recognition of Aboriginal and Torres Strait Islander rights;
 - (c) Promote economic independence for Aboriginal and Torres Strait Islander peoples; and
 - (d) Sustain the reconciliation process.
 - 2.15** Build strong relationships with government, industry and among Aboriginal and Torres Strait Islander peoples and non-indigenous communities, based on mutual respect and equality.
 - 2.16** Monitor and report on progress towards reconciliation and the achievement of these Objects.
 - 2.17** Do all such other lawful actions as are incidental or conducive to carrying out the Objects of Reconciliation NSW.

3. Definitions

3.1 In these Rules, unless the contrary intention appears:

The Act: *Associations Incorporation Act 2009 (NSW).*

AGM: *the Annual General Meeting of Reconciliation NSW.*

Delegate or Delegated Officer: *A representative appointed by the Management Committee to receive and administer Reconciliation NSW business on its behalf, which need not be a member of the Management Committee e.g. Chief Executive Officer.*

General Meeting: *a general meeting of the members of Reconciliation NSW.*

Local Reconciliation Group: *a member group as outlined in Part 2*

Member: *a person or body that has been approved for membership under Part 2.*

The Management Committee: *the governing body as referred to in [section](#) ~~rule~~ 17.1(1).*

Management Committee member: *a member of the governing body as referred to in [section](#) ~~rule~~ 17.1(1).*

Objects of Reconciliation NSW: *the objects in Section 2 of these Rules.*

Policy and Procedures Guidelines: *the Reconciliation NSW Policy and Procedures Guidelines.*

Reconciliation NSW: *NSW Reconciliation Council Incorporated (ABN 58 375 952 794).*

The Regulation: *Associations Incorporation Regulation 2022 (NSW).*

Rules: *refers to these Reconciliation NSW Rules.*

Secretary:

- (a) The person holding office under these ~~R~~rules as Secretary of Reconciliation NSW, or;
- (b) If no such person holds that office – the Public Officer of Reconciliation NSW.

Special general meeting: *a General Meeting other than the Annual General Meeting.*

~~**Objects of Reconciliation NSW:** *the objects in Section 2 of these Rules.*~~

~~**Policy and Procedures Guidelines:** *the Reconciliation NSW Policy and Procedures Guidelines.*~~

~~**Local Reconciliation Group:** *a member group as outlined in Part 2.*~~

~~**Delegate or Delegated Officer:** *A representative appointed by the Management Committee to receive and administer Reconciliation NSW business on its behalf, which need not be a member of the Management Committee e.g. Chief Executive Officer.*~~

~~**The Regulation:** *Associations Incorporation Regulation 2022 (NSW)*~~

~~**Rules:** *refers to these Reconciliation NSW Rules*~~

3.2 Words or expressions contained in these Rules must be interpreted in accordance with the provisions of the *Interpretation Act 1987 (NSW)*.

3.3 A reference to a person being “present” at a meeting includes participating using technology approved by the Management Committee in accordance with these Rules.

4. Policy and procedures guidelines

The Policies and Procedures Guidelines supplement these Rules. Together, they operate to guide Reconciliation NSW in its activities.

- (a) The Policy and Procedures Guidelines may be amended by the Management Committee as needed or determined from time to time.
- (b) Amendments to the Policy and Procedures Guidelines made by the Management Committee may be over-turned by a resolution at a General Meeting.
- (c) Where there is an inconsistency between the Rules and the Policy and Procedures Guidelines, the Rules will apply.

Part 2 – Membership

5. Membership Categories

5.1 ~~(1)~~ Membership categories

The membership of Reconciliation NSW is divided into three (3) categories and comprises the following:

- (a) Membership Category 1: Individual
 - (i) Individual members who are over the age of 18 years old and who meet eligibility requirements set by the Management Committee.
- (b) Membership Category 2: Local Reconciliation Group
 - (i) Local Reconciliation Groups that meet eligibility requirements set by the Management Committee.
- (c) Membership Category 3: Supporter Body
 - (i) Bodies (including businesses) that meet eligibility requirements set by the Management Committee.

5.2 Application for membership

The members are:

- (a) the persons who consent to be the initial members ~~and~~;

- (b) any other persons the Management Committee admit to membership in accordance with these Rules and the Policy and Procedures Guidelines;~~;~~
- (c) Every applicant for membership of Reconciliation NSW (except the initial members) must apply in the form and manner decided by the Management Committee;~~;~~
- (d) Some Membership Category 2 and 3 applicants for membership may be asked to provide proof of eligibility against a set of criteria determined by the Management Committee; ~~and~~.
- (e) ~~(d)~~—After receipt of an application for membership, the Management Committee (or a Delegated Officer) must consider the application and decide whether to admit or reject the admission of the applicant. The Management Committee need not give any reason for rejecting an application.

5.3 Eligibility

- (a) The Management Committee may formulate regulations for categories of membership and eligibility to those categories in consultation with its members. The Management Committee may increase the number of categories or change the type of category or eligibility requirements;~~;~~
- (b) All members must assist Reconciliation NSW in carrying out its objects and adhering to its values; ~~and~~.
- (c) The Management Committee must assign each member to a category of membership.

5.4 Eligibility for membership categories

5.4.1 Category 1: Individual members - individual members which must be:

- (a) over the age of 18 years old ~~and~~; ~~and~~
- (b) who meet eligibility requirements as set by the Management Committee in the Reconciliation NSW Policies and Procedures Guidelines.

5.4.2 Category 2: Local Reconciliation Group or Committee members – Local Reconciliation Groups which must:

- (a) Have the primary purpose of the group as reconciliation and meet the objects of Reconciliation NSW;~~;~~
- (b) Be a grass roots community not-for-profit organisation;~~;~~
- (c) Be based in NSW with its operations focused in their local communities; ~~and~~.
- (d) Meet eligibility requirements as set by the Management Committee in the Reconciliation NSW Policies and Procedures Guidelines.

5.4.3 Membership Category 3: Supporter Body - a body (including a business) that:

- (a) supports reconciliation but is not the core function of entity;
- (b) is based or has an office in NSW; ~~and~~

- (c) meets eligibility requirements as set by the Management Committee in the Reconciliation NSW Policies and Procedures Guidelines.

6. Nomination for membership

6.1 A nomination for membership of Reconciliation NSW:

- (a) must be made via the online application or in writing in the form prescribed in the Policy and Procedures Guidelines; and;
- (b) must be lodged via the Reconciliation NSW website, with the Secretary or Delegated Officer of the Management Committee.

6.2 As soon as practicable, after receipt of a nomination, the Delegated Officer must determine whether to approve or reject the nomination.

6.3 As soon as practicable after membership determination, the Delegated Officer must:

- (a) notify the nominee, in writing, that their membership is approved or rejected (whichever is applicable); and, and;
- (b) if the nomination is approved enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of Reconciliation NSW.

7. Cessation of membership

7.1 An individual member ceases to be a member if the person;

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from Reconciliation NSW; or
- (d) does not renew their membership subscription by the date determined by Management Committee (if any).

7.2 A Local Reconciliation Group ceases to be a member if the group:

- (a) resigns membership; or
- (b) is expelled from Reconciliation NSW; or
- (c) does not renew their membership subscription by the date determined by Management Committee (if any).

7.3 A Supporter Body ceases to be a member if the body:

- (a) resigns membership; or
- (b) is expelled from Reconciliation NSW; or
- (c) ~~(d)~~ becomes insolvent; or

- (d) does not renew their membership subscription by the date determined by Management Committee (if any).

8. Membership entitlements not transferable

A right, privilege or obligation of an individual member, Local Reconciliation Group or Supporter Body by virtue of their membership of Reconciliation NSW:

- (a) is not capable of being transferred or transmitted to another person or body;
- (b) terminates if they cease to be a member of Reconciliation NSW; and
- (c) is suspended in the circumstances referred to in section 14.

9. Resignation of membership

9.1 Upon occurrence of an event referred to in section 7, Reconciliation NSW must ensure that the name of the former member is removed from the register of members of Reconciliation NSW.

10. Register of members

10.1 The Public Officer of Reconciliation NSW must establish and maintain a register of members of Reconciliation NSW specifying the name and address of each member together with the date on which they became a member and the category of membership.

10.2 The register of members must be kept at the principal place of administration and must be open for inspection, free of charge by any member of Reconciliation NSW at any reasonable hour.

10.3 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 the sending the person a newsletter, a notice in respect of a meeting or other event relation to Reconciliation NSW; or
- (b) any other purpose necessary to comply with a requirement of the Act, or the Regulation or these Rules

11. Fees and subscriptions

11.1 A subscription fee may be decided by the Management Committee. Varying amounts for the subscription fee may be applied to differing categories of members as decided by the Management Committee and made available to the members in the subscription fee policy.

11.2 The Management Committee must notify all persons entered on the register of members of the amount and time for payment of any annual subscription fee and of any alteration to the subscription fee.

11.3 The membership subscription payable by a member (if any) is due on or before the date set by the Management Committee in the Policies and Procedures Guidelines.

12. Members' liabilities

- 12.1** The liability of a member of Reconciliation NSW to contribute towards the payment of the debts and liabilities of Reconciliation NSW or the costs, charges and expenses of the winding up of Reconciliation NSW is limited to the amount, if any, unpaid by the members in respect of membership as required under Section 11.

13. Resolution of internal disputes

- 13.1** Serious disputes between members (in their capacity as members) and Reconciliation NSW are to be referred to a Community Justice Centre or equivalent to mediate the dispute.
- 13.2** At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- 13.3** Complaints from the public and other disputes are to be addressed using Reconciliation NSW Complaints and Code of Conduct policy in the Reconciliation NSW Policies and Procedures Guidelines.

14. Disciplining of members

- 14.1** A complaint may be made to the Management Committee by any person that is a member of Reconciliation NSW against another member who:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; ~~or~~
- (b) has persistently and willfully acted in a manner prejudicial to the interests of Reconciliation NSW.

- 14.2** On receiving such a complaint, the Management 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 Management Committee in connection with the complaint; ~~and~~
- (c) must take into consideration any submissions made by the member in connection with the complaint.

- 14.3** The Management Committee may, by resolution, expel or suspend the member from Reconciliation NSW if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint has been proved.

- 14.4** If the Management Committee expels or suspends a member, the ~~S~~secretary or Delegated Officer must, within seven (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 Management Committee for having taken that action and of the member's right of appeal under section 15.

14.5 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 as outlined in section 15.

15. Right of appeal of disciplined member

15.1 A member may appeal to Reconciliation NSW in a General Meeting against a resolution of the Management Committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

15.2 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.

15.3 On receipt of a notice from a member, the Secretary must notify the Management Committee, which is to convene a Special General Meeting to be held within 45 days after the date on which the Secretary received the notice.

15.4 At the Special General Meeting convened :

- (a) no business other than the question of the appeal is to be transacted; ~~and~~
- (b) the Management 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.

15.5 The appeal is to be determined by a simple majority of votes cast by members of Reconciliation NSW.

Part 3 – The Management Committee

16. Powers

16.1 The Management Committee guides the strategic direction of Reconciliation NSW and identifies priorities for reconciliation in New South Wales.

16.2 The affairs of Reconciliation NSW must be managed by a Management Committee as constituted by these Rules.

16.3 The Management Committee:

- (a) must control and manage the business and affairs of Reconciliation NSW;
- (b) may, subject to these Rules, exercise all powers and functions of Reconciliation NSW other than those powers and functions which are required by these Rules to be exercised by the members in a general meeting; and

- (c) subject to the *Act* and these Rules, has power to perform all such acts determined by the Management Committee to be necessary or convenient for the proper control and management of the business and affairs of Reconciliation NSW.

17. Rules and membership

17.1 The Management Committee is elected at the AGM to consist of a maximum of ten members:

- (a) Four Office Bearers: being an Indigenous Co-Chairperson, a non-Indigenous Co-Chairperson, a Secretary and a Treasurer. The Secretary and/or the Treasurer may be either Indigenous or non-Indigenous so as to comply with the requirement for equal representation on the Management Committee under section 17.2.
- (b) A Maximum of Six Ordinary Members: who, taking into account the representation of Indigenous and non-Indigenous members among the Office Bearers, may be either Indigenous or non-Indigenous so as to comply with the requirement for equal representation on the Management Committee under section 17.2.
- (c) ~~(d)~~—Each member of the Management Committee holds office subject to the Rules until the next AGM and is eligible for re-election.
- (d) ~~(e)~~—In the event of a casual vacancy in any office, the Management Committee may appoint another member to fill that casual vacancy, and the member so appointed may continue in that office until the next AGM and may be either Indigenous or non-Indigenous so as to comply with the requirement for equal representation on the Management Committee under section 17.2.
- (e) ~~(g)~~—The Management Committee has the power of co-option.

17.2 There must be equal representation of Indigenous and non-Indigenous members on the Management Committee.

17.3 If the number of members of the Management Committee is less than the number required for a quorum, the continuing members of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number, or calling a general meeting, but for no other purpose.

18. Election of the Management Committee

18.1 Nominations of candidates for the Management Committee:

- (a) must be made by eligible individual members of Reconciliation NSW;
- (b) must be made in writing, signed by 2 members of Reconciliation NSW and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) declaring any conflicts of interests~~;~~ ~~and;~~
- (c) must be delivered to the Secretary or Delegated Officer of Reconciliation NSW at least 7 days before the date fixed for the holding of the AGM at which the election is to take place~~;~~

- (d) If insufficient nominations are received to fill all vacancies on the Management Committee, (including insufficient nominations of Indigenous candidates so as to comply with the requirement for equal representation on the Management Committee under section 17.2) further nominations are to be received at the AGM;
- (e) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies;
- (f) If the number of nominations received is equal to the number of vacancies to be filled, the meeting shall vote to accept or reject the nominations;
- (g) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held;
- (h) The ballot for the election is to be conducted at the AGM in such usual and proper manner as the Management Committee may direct;
- (i) A person can nominate for more than one position on the Management Committee; ~~and~~
- (j) A person may not hold more than one position on the Management Committee.

19. Chairperson(s)

- 19.1** The Co-Chairpersons are the public face of Reconciliation NSW members, stakeholders and the wider community. The primary duty of the Co-Chairpersons is to ensure the successful functioning of Reconciliation NSW and the achievement of its objects.
- 19.2** Either of the Co-Chairpersons must chair all meetings of the members and Management Committee of Reconciliation NSW unless absent or unwilling to act. If both Co-Chairpersons attend and are willing to act at successive meetings, they will alternate as chairperson.

20. Other Office Bearers

20.1 Secretary

- (a) The Secretary of Reconciliation NSW must, as soon as practicable after being appointed as secretary, lodge notice with Reconciliation NSW of their address.
- (b) It is the duty of the Secretary to ensure the minutes of all Reconciliation NSW meetings are taken and distributed to appropriate members including:
 - (i) the names of members of the Management Committee or Reconciliation NSW present at a Management Committee meeting or a General Meeting, respectively; and
 - (ii) all proceedings at Management Committee meetings and General Meetings.
- (c) Minutes of proceedings at Management Committee meetings and General Meetings must be signed by the chairperson of the next succeeding meeting, including by electronic means.

20.2 Treasurer

It is the duty of the Treasurer to ensure:

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

20.3 Other Office Bearers

Roles and responsibilities of **Other Office Bearers** are further outlined in Reconciliation NSW Policies and Procedures Guidelines.

21. Casual vacancies

21.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Management Committee occurs if the member:

- (a) dies; ~~or~~
- (b) ceases to be a member of Reconciliation NSW; ~~or~~
- (c) 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 designated officer; ~~or~~
- (e) is removed from office under section(s) 7, 14.3, or 22; ~~or~~
- (f) becomes of unsound mind or is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Management Committee for a minimum of 2 consecutive meetings or 2 months.

22. Removal of member

22.1 Reconciliation NSW in a General Meeting may by resolution remove any member of the Management Committee from the office of the 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 subject to compliance with the requirement for equal representation on the Management Committee under section 17.2.

22.2 If a member of the Management Committee to whom a proposed resolution referred to in section 22.1 makes representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and requests that the representation be notified to the members of Reconciliation NSW, the Secretary or the Chairperson may send a copy of the representations to each member of Reconciliation NSW or, if the representations are not so sent, the member is

entitled to request that the representations be read out at the meeting at which the resolution is considered.

23. Meetings and quorum

23.1 The Management Committee must meet at least four times in each period of 12 months, one meeting of which will be in association with the AGM, and other meetings at such places and times as the Management Committee may determine.

23.2 Written notice must be given to Management Committee members of any special meeting, specifying the general nature of the business to be transacted, and no other business may be transacted at such a meeting except business which the Management Committee members present at the meeting unanimously agree.

- (a) If the Co-Chairpersons are absent or unwilling to act, the remaining Management Committee members must elect one of the present members to preside as chairperson at the special meeting.

23.3 Special meetings of the Management Committee may be convened by any member of the Management Committee.

23.4 Any five (5) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.

23.5 No business of the Management Committee may be transacted unless there is a quorum and if within half an hour after the time appointed for the commencement of a meeting, a quorum is not present, the meeting is to stand adjourned to the same day in the next week, at the same time and at the same place, or places, unless the meeting was a special meeting, in which case it stands dissolved.

23.6 At meetings of the Management Committee:

- (a) One Co-Chairperson must preside; or
- (b) If the Co-Chairpersons are absent or unwilling to act, the Management Committee members must elect one of the members present to preside as chairperson.

24. Delegation by Management Committee to sub-committees

24.1 The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of Reconciliation NSW as the Management Committee thinks fit) the exercise of such functions of the Management Committee as specified in the instrument, other than:

- (a) this power of delegation;
- (b) financial powers and

(c) a function which is a duty imposed on the Management Committee by the Act or by any other law.

- 24.2** A function which has been delegated to a sub-committee under this [section](#)~~rule~~ may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3** A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4** Despite any delegation under this [section](#)~~rule~~, the Management Committee may continue to exercise any function delegated.
- 24.5** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this [section](#)~~rule~~ has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 24.6** The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this [section](#)~~rule~~.
- 24.7** A sub-committee may meet and adjourn, as it thinks proper.
- 24.8** The Management Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of Reconciliation NSW.
- 24.9** The Management Committee must appoint one of its members to convene meetings of a sub-committee.
- 24.10** Notice of each meeting of a sub-committee must be given in accordance with section [4847](#) of these Rules.

25. Voting and decisions

- 25.1** Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present and voting at the meeting.
- 25.2** Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote.
- 25.3** Subject to section 23.4, Management Committee may act despite any vacancy on the Management Committee.
- 25.4** Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is

valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

26. Use of Technology at committee meetings

- 26.1** A meeting of the Management Committee may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Committee's members a reasonable opportunity to participate.
- 26.2** If a member of the Management Committee who participated in a Committee meeting using that technology votes at the meeting, the Committee member is taken to have voted in person.

Part 4 – General Meeting

27. Annual general meetings – holding of;

- 27.1** Reconciliation NSW must, at least once in each calendar year and within the period of six months after the expiration of each financial year of Reconciliation NSW, convene an Annual General Meeting of its members.
- 27.2** Section ~~27.126.1~~ has effect subject to any [later period allowed or prescribed in accordance with the Act, section 37\(2\)\(b\)](#). ~~extension or permission granted by the Commissioner under section 26(3) of the Act.~~

28. Annual General Meetings – calling of and business at

- 28.1** The Annual General Meeting of Reconciliation NSW is, subject to the Act and to section ~~27~~26, to be convened on such date and at such place, or places, and time as the Management Committee thinks fit.
- 28.2** 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 Management Committee reports on the activities of Reconciliation NSW during the last preceding financial year;~~;~~
 - (c) [receiving and considering financial statements or reports required to be submitted to members of the association under the Act](#)~~To receive and consider the statement which is required to be submitted to members under section 26(6) of the Act; and.~~
 - (d) To elect office-bearers of Reconciliation NSW and ordinary members of the Management Committee.
- 28.3** An annual general meeting must be specified as such in the notice convening it.

29. Special general meetings – calling of

29.1 The Management Committee may, whenever it thinks fit, convene a special general meeting of Reconciliation NSW.

29.2 The Management Committee must, on the requisition in writing of not less than five per cent of members, convene a special general meeting of Reconciliation NSW .

29.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be deposited at the office of Reconciliation NSW;
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition; and
- (e) may be in electronic form, as may be the signature and the lodgment of the requisition.

29.4 If the Management Committee fails to convene a special general meeting to be held within 21 days after that date on which a requisition of members for the meeting is lodged at the office of Reconciliation NSW , 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.

29.5 A special general meeting convened by a member or members as referred to in section ~~29.4~~28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member who consequently incurs expenses is entitled to be reimbursed by Reconciliation NSW for any expense so incurred.

30. Notice

30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Reconciliation NSW, 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, or places (and, if the meeting is to be held in 2 or more places, the technology that will be used), date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

30.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of Reconciliation NSW , the ~~S~~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 section ~~30.1~~29.1, the intention to propose the resolution as a special resolution.

30.3 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 [section 28.2](#) ~~rule 27(2)-(4)~~

~~30.3~~**30.4** A member desiring to bring any business before a general meeting may give notice in writing of that business to the ~~S~~secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31. Procedure of general meetings

31.1 No item of business may be transacted at a general meeting unless there is a quorum.

31.2 Fifteen (15) members present (being members entitled under these Rules to vote) constitute a quorum for the transaction of the business of a general meeting.

31.3 If within one hour, after the time appointed for the commencement of a general meeting there is not a quorum, the meeting,

- (a) if convened on the requisition of members, stands dissolved and;
- (b) in any other case, stands adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by notice in writing to members given before the day to which the meeting is adjourned) at the same place.

31.4 If at the adjourned meeting there is not a quorum within one hour after the time appointed for the commencement of the meeting, the meeting stands dissolved.

32. Presiding member

32.1 Each of the Indigenous or non-Indigenous Co-chairpersons are to preside at each general meeting of Reconciliation NSW as chairperson. If both attend and are willing to act at successive general meetings, they will alternate as chairperson.

32.2 If the Co-Chairpersons are absent or unwilling to act, the members present must elect one of their number to preside as the chairperson at the meeting.

33. Adjournment

33.1 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.

33.2 If a general meeting is adjourned for 14 days or more, the Secretary or Delegated Officer must give written or oral notice of the adjourned meeting to each member of Reconciliation NSW stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in sections [33.132.1](#) and [33.232.2](#), 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.

34. Making of decisions

34.1 A question arising at a general meeting of Reconciliation NSW is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 Reconciliation NSW, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

34.2 At a general meeting of Reconciliation NSW, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

34.3 If a poll is demanded at a general meeting, the poll must be taken

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or;
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35. Special resolution

35.1 A resolution is a special resolution of Reconciliation NSW if:

- (a) it is passed by a majority which comprises at least three-quarters of such members of Reconciliation NSW as, being entitled under these [Rules](#) so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these [Rules](#); or
- (b) where it is made to appear to the Management Committee that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Management Committee.

36. Voting

36.1 On a question arising in a general meeting and election of Management Committee:

- (a) Individual members have **one vote**.
- (b) Each Local Reconciliation Group **has one vote**.
- (c) Each Supporter Body has **one vote**.

36.2 All votes must be given in person at the AGM or by proxy.

36.3 In the event of equality of votes on a question, the chairperson of the meeting is entitled to exercise a casting vote.

37. Appointment of proxies to vote

37.1 Each member is to be entitled to appoint another member as proxy by notice given to the [Secretary](#) or [Delegated Officer](#) no later than **24 hours before** the time of the meeting in respect of which the proxy is appointed.

37.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to these [Rules](#).

38. Use of technology at general meetings

38.1 A general meeting may be held at 2 or more places using any technology approved by the Management Committee that gives each of the members of Reconciliation NSW a reasonable opportunity to participate.

38.2 If a member of Reconciliation NSW who participates in a general meeting using that technology votes at the meeting, that member is taken to have voted in person.

39. Postal or electronic ballots

39.1 Reconciliation NSW may hold a postal or electronic ballot (as determined by the Management Committee) to determine any issue or proposal (whether by ordinary or special resolution) other than an appeal under section 15.

39.2 A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.

Part 5 – Miscellaneous

40. Insurance

40.1 Reconciliation NSW will effect and maintain insurance.

41. Funds – source

41.1 The funds of Reconciliation NSW are to be derived from entrance fees and annual subscriptions of members, donations and, such other sources as the Management Committee determines.

41.2 All money received by Reconciliation NSW must be deposited as soon as practicable and without deduction to the credit of Reconciliation NSW's bank account.

41.3 Reconciliation NSW must, as soon as practicable after receiving any money, issue an appropriate receipt.

42. Funds – management

- 42.1** Subject to any resolution passed by Reconciliation NSW in a general meeting, the funds of Reconciliation NSW are to be used in pursuance of the objects of Reconciliation NSW in such manner as the Management Committee determines.
- 42.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least one member of the Management Committee endorsed by the Management Committee, and the Delegated Officer.
- 42.3** The Reconciliation NSW Financial Year is 1 July to 30 June.

43. Alteration of objects and rules

- 43.1** The statement of objects and these ~~R~~rules may be altered, rescinded or added to only by a special resolution of Reconciliation NSW.

44. Not for Profit

- 44.1** Reconciliation NSW's income and property must be applied solely towards promoting the objects of Reconciliation NSW.
- 44.2** No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members of Reconciliation NSW or Management Committee members.
- 44.3** This ~~rule~~section does not prohibit:
- (a) indemnification of, or payment of premiums on contracts of insurance to members or Management Committee members.

45. Liability of members: winding- up

- 45.1** If, on the winding up or dissolution of Reconciliation NSW, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
- (a) that is charitable at law;
 - (b) whose constitution prohibits distributions or payments to its members and committee members (if any) to an extent at least as great as is outlined in ~~rule section 44.2~~43.2;
 - (c) gifts to which can be deducted under Division 30 of the ITAA 97.
- 45.2** The identity of the institution referred to in ~~rule section 45.1~~44.1 must be decided by the Management Committee, or if the Management Committee does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of

winding up of Reconciliation NSW and, if the members do not decide, by the Supreme Court of the New South Wales.

46. Common seal

- 46.1** The common seal of Reconciliation NSW must be kept in the custody of the Public Officer or in the place of business.
- 46.2** The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and of the public officer or secretary or delegated officer.


47. Custody of books

- 47.1** Except as otherwise provided by these Rules, the public officer must keep in their custody or under their control all records, books and other documents relating to Reconciliation NSW.
- 47.2** All books and documents shall be kept in the registered office of Reconciliation NSW.
- 47.3 Inspection of books:**

The records, books and other documents of Reconciliation NSW must be open to inspection, free of charge, by a member of Reconciliation NSW at any reasonable hour.

48. Service of notices

- 48.1** For the purpose of these Rules, 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, or
 - (d) by sending it by email to the email address of the person.
- 48.2** For the purpose of these Rules, 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, and

- (d) in the case of a notice sent by email, when the sender receives an automated message confirming delivery or 4 hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that delivery failed,

whichever happens first.

49. Secretary as Public Officer

49.1 As Public Officer, the Secretary is also required to:

- (a) Ensure Reconciliation NSW 's reporting obligations as an incorporated association are met.
- (b) As soon as practical after a general meeting, lodge their details and Reconciliation NSW's annual financial report with the Department of Fair Trading.

