

## **CONSTITUTION FOR INCORPORATION**

**Illawarra and South Coast Central Service Office Inc.**

**Inc. No: 2500811**

***Incorporated 2nd July 2025***

**Amended: 20th October 2025 SGM**

### **Name of the association**

Illawarra and South Coast Central Service Office Inc.

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## Part 1 Preliminary 1 Definitions

(1) In this constitution:

**AA** means the Alcoholics Anonymous fellowship and the AA network both in Australia and worldwide.

**area** means an area as defined by the General Service National Conference of Alcoholics Anonymous Australia.

**association** means Illawarra and South Coast Service Council.

**committee member** means an office-bearer or ordinary committee member.

**concepts of service** mean the 12 Concepts of Service of the Alcoholics Anonymous International Fellowship.

**district** means a district as defined by the General Service National Conference of Alcoholics Anonymous Australia.

**exercise** a function includes perform a duty.

**function** includes a power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 14.

**ISCCSO** means Illawarra and South Coast Central Service Office Inc

**intergroup** means an organisation of groups performing local/central service functions as defined by the Australian Group Handbook of Alcoholics Anonymous Australia.

**national conference** means the General Service National Conference of Alcoholics Anonymous Australia.

**ordinary member** means an AA member who has joined this association and who continues to meet the membership qualifications of this association.

**ordinary committee member** means a committee member who is not an office-bearer.

**principles** mean the spiritual and ethical principles upon which Alcoholics Anonymous was founded.

**public officer of the association** means a NSW resident who has accepted the role to be the formal contact person between the association and the public.

**register of members** means the register of members maintained under clause 6.

**secretary, of the association**, means:

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

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

**steps** mean the 12-step personal recovery program of Alcoholics Anonymous International Fellowship.

**subcommittee** means a subcommittee established under clause 24.

**the Steps** means the 12 Steps of the Alcoholics Anonymous International Fellowship.

**the Traditions** means the 12 Traditions of the Alcoholics Anonymous International Fellowship.

**the Act** means the Associations Incorporation Act 2009.

**the Regulation** means the Associations Incorporation Regulation 2022.

**Note:** The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

## **2. Guiding principles**

The association, its management and operations are guided by the spiritual and ethical principles contained in:

### **2.1 The Responsibility statement of Alcoholics Anonymous which states:**

*"I am responsible. When anyone, anywhere, reaches out for help, I want the hand of AA always to be there. And for that: I am responsible."*

2.1.1 This Alcoholics Anonymous (AA) Responsibility Statement was first introduced in 1965 at the 30th International AA Convention in Toronto, Canada. It was created as part of the convention's theme: "Responsibility – Our Theme."

### **2.2 The Preamble of Alcoholics Anonymous which states:**

Alcoholics Anonymous is a fellowship of people who share their experience, strength and hope with each other that they may solve their common problem and help others to recover from alcoholism. The only requirement for membership is a desire to stop drinking.

There are no dues or fees for A.A. membership; we are self-supporting through our own contributions. A.A. is not allied with any sect, denomination, politics, organization or institution; does not wish to engage in any controversy, neither endorses nor opposes any causes. Our primary purpose is to stay sober and help other alcoholics to achieve sobriety.

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### **2.3 The 12 Traditions of Alcoholics Anonymous (Short form) which states:**

1. Our common welfare should come first; personal recovery depends upon AA unity.
2. For our group purpose there is but one ultimate authority — a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for AA membership is a desire to stop drinking.
4. Each group should be autonomous except in matters affecting other groups or AA as a whole.
5. Each group has but one primary purpose—to carry its message to the alcoholic who still suffers.
6. An AA group ought never endorse, finance, or lend the AA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every AA group ought to be fully self-supporting, declining outside contributions.
8. Alcoholics Anonymous should remain forever nonprofessional, but our service centres may employ special workers.
9. AA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Alcoholics Anonymous has no opinion on outside issues; hence the AA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, and films.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities

## **2.4 The 12 Concepts of Service of Alcoholics Anonymous (Long form) which states:**

1. Final responsibility and ultimate authority for A.A. world services should always reside in the collective conscience of our whole Fellowship.
2. The General Service Conference of A.A. has become, for nearly every practical purpose, the active voice and the effective conscience of our whole Society in its world affairs.
3. To ensure effective leadership, we should endow each element of A.A. — the Conference, the General Service Board, and its service corporations, staffs, committees, and executives — with a traditional “Right of Decision.”
4. At all responsible levels, we ought to maintain a traditional “Right of Participation,” allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our structure, a traditional “Right of Appeal” ought to prevail, so that minority opinion will be heard, and personal grievances receive careful consideration.
6. The Conference recognizes that the chief initiative and active responsibility in most world service matters should be exercised by the trustee members of the Conference acting as the General Service Board.
7. The Charter and Bylaws of the General Service Board are legal instruments, empowering the Trustees to manage and conduct world service affairs. The Conference Charter is not a legal document; it relies on tradition and the A.A. purse for final effectiveness.
8. The Trustees are the principal planners and administrators of overall policy and finance. They have custodial oversight of the separately incorporated and constantly active services, exercising this through their ability to elect all directors of these entities.
9. Good service leadership at all levels is indispensable for our future functioning and safety. Primary world service leadership, once exercised by the founders, must necessarily be assumed by the Trustees.
10. Every service responsibility should be matched by an equal service authority, with the scope of such authority well defined.
11. The trustees should always have the best possible committees, corporate service directors, executives, staffs, and consultants. Composition, qualifications, induction procedures, and rights and duties will always be matters of serious concern.
12. The Conference shall observe the spirit of A.A. tradition, taking great care that it never becomes the seat of perilous wealth or power; that sufficient operating funds and reserve be its prudent financial principle; that it place none of its members in a position of unqualified authority over others; that it reach all important decisions by discussion, vote, and, whenever possible, by substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; that it never perform acts of government; and that, like the Society it serves, it will always remain democratic in thought and action.

### **3. Objects**

The objects of the association are:

3.1 To carry the message of recovery to people suffering from alcoholism by providing information about AA and its support services,

3.2 To assist the expansion and development of the fellowship of A.A within the Illawarra and South Coast (in accordance with the principles, responsibility statement, preamble, steps, traditions and concepts exemplified by the parent movement Of Alcoholics Anonymous in the USA), and

3.3 To support and co-ordinate the activities of A.A. groups & members, as required in the endeavour to give adequate and fitting expression to the collective group conscience. To further these aims

- a) receive, distribute and follow up Twelfth Step help calls from the community,
- b) ensure enquiries about AA are responded to promptly and appropriately,
- c) ensure local AA meeting lists are available and current,
- d) ensure the accessibility of AA Conference-Approved literature and other resources as required,
- e) provide guidance and support to local groups as appropriate,
- f) publish and distribute AA information and news about local AA events as appropriate,
- g) organise and/or support workshops, rallies and local district activities etc. as required,
- h) create, deliver and monitor local public information and public relations activities and organise institutions service work as appropriate,
- i) maintain information about local hospitals and recovery facilities for alcoholics,
- j) liaise and cooperate with AA fellowship without and within the Commonwealth of Australia and with any international AA body/bodies as appropriate,
- k) create and/or support the development and maintenance of groups, districts and service committees for the better working of groups within the Illawarra and South Coast, and
- l) do all other things necessary in the spirit of service for the fellowship (not to govern), to further the interests of the Fellowship and to carry out the foregoing objects.

## **Part 2 Members of association**

**4** The association is made up of

### **4.1 AA Groups as voting members that**

- a) have been active participants for 3 months in the Illawarra and South Coast by being listed in the association's groups' meeting list,
- b) annually register their service representative (SR) and alternate service representative (ASR) with the association, and
- c) both may attend and speak at the general meetings, but each group has only one vote.

#### **4.11 Criteria for service representatives and alternate service representatives**

- a) six (6) months physical abstinence from alcohol
- b) six (6) months physical abstinence from other drugs (other than during medical treatment) prior to appointment,
- c) bone fide home group member of the group for at least one month, and
- d) not a representative of any other eligible group in the association.

4.12 The appointing group shall have an absolute right of withdrawal and recall of any of its service representatives.

4.13 A service representative and alternate service representative once appointed shall be deemed to continue to represent the appointing group until the name of another service representative is registered in their stead.

4.14 It is considered most desirable, that where practicable, each service representative shall only serve a term of three (3) years, without a break of at least twelve (12) months, or as determined by their group conscience.

#### **4.2 Individual affiliate AA members**

- a) whose home groups are in the Illawarra and South Coast
  - i. six (6) months physical abstinence from alcohol,
  - ii. six (6) months physical abstinence from other drugs (other than during medical treatment) prior to joining the association, and iii. annually register as an affiliate AA member.
- b) Affiliate AA members may participate, speak at general meetings and the AGM, but do not have the right to vote, unless elected to the committee, whereas Committee Members they will also be voting members.

### **5 Membership applications**

5.1 An application by a group or individual member to be a member of the association must be:

- a) made in writing, and
- b) in the form determined by the committee, and
- c) lodged with the secretary.

5.2 The committee may determine that an application may be made or lodged by email or other electronic means.

5.3 The secretary must refer an application to the committee as soon as practicable after receiving the application.

5.4 The committee must approve or reject the application.

Membership may be rejected upon the following grounds:

- a) failure to meet the membership requirements in clause 4, and /or
- b) the service representative or individual member displaying the following behaviours:
  - (i) abusive behaviour,

- (ii) threatening or controlling behaviour,
- (iii) dishonest or unlawful behaviour,
- (iv) not adhering to the principles outlined in AA's Traditions and Concepts of service, and/or any other grounds as decided by the majority of the committee members.

5.6 As soon as practicable after the committee has decided on the application, the secretary must:

- a) enter the members name and details in the register,
- b) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
- c) if the application is approved, inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 7 within 28 days of the day the applicant received the notice.

5.7 The applicant becomes a member once the applicant's name is entered in the register.

## **6 Register of members**

6.1 The secretary must ensure that a register of members of the association is established, accessible as appropriate and maintained.

6.2 The register:

- a) may be in written or electronic form, and
- b) must include, for each group member
  - (i) the group's full name, and
  - (ii) a residential, postal or email address and phone number contact for its group ( i.e. secretary)
  - (iii) the date on which the group became a member,
  - (iv) the names, email addresses and contact phone numbers for its service representative or alternate service representative,
- c) must include, for each individual affiliate AA member:
  - (i) the member's full name, and
  - (ii) a residential, postal or email address, and phone number contact
  - (iii) the date on which the individual affiliate AA member became a member,
- d) must be kept in New South Wales:
  - (i) at the association's main premises, or
  - (ii) if the association has no premises - at the association's official address, and
- e) must be available for inspection, free of charge, by members at a reasonable time, and
- f) if kept in electronic form - must be able to be converted to hard copy.

6.3 If the register is kept in electronic form, the requirements in subclause (6.2) (b) and (c) apply as if the register is a current hard copy of the register.

6.4 A member may obtain an electronic copy of the register. If a hard copy of the register, or a part of the register is required, this may be obtained on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

6.5 Information about a member, other than the member's name, must not be made available for inspection, if the member requests that the information not be made available.

6.6 A member must not use information about a member obtained from the register to contact or send material to the member, unless:

- a) the information is used to send the member:
  - (i) a newsletter, or
  - (ii) a notice for a meeting or other event relating to the association, or
  - (iii) other material relating to the association, or
- b) it is necessary to comply with a requirement of the Act or the Regulation.

## **7 Fees and subscriptions**

7.1 In accordance with AA's preamble and the fact that this association only accepts funds from its own members of Alcoholics Anonymous, the entrance fee to be paid to the association by a group and/or individual AA member whose application to be a member of the association has been approved, is not required.

7.2 Likewise, a group or individual AA member's annual subscription for association is also not required.

## **8 Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 7:

- a) the debts and liabilities of the association,
- b) the costs, charges and expenses of the winding up of the association.

## **9 Disciplinary actions against members**

9.1 A person may make a complaint to the committee that a member of the association has:

- a) failed to comply with a provision of this constitution, or
- b) wilfully acted in a way prejudicial to the interests of the association.

9.2 The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

9.3 If the committee decides to deal with the complaint, the committee must:

- a) serve notice of the complaint on the member, and
- b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
- c) consider any submissions made by the member.

9.4 The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:

- a) the facts alleged in the complaint have been proved, and

- b) the expulsion or suspension is warranted.

9.5 If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:

- a) the action taken, and
- b) the reasons given by the committee for taking the action, and
- c) the member's right of appeal under clause 10.

9.6 The expulsion or suspension does not take effect until the later of the following:

- a) the day the period within which the member is entitled to exercise them member's right of appeal expires, or
- b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 10.

## **10 Right of appeal against disciplinary action**

10.1 A member may appeal against a resolution of the committee under clause 7. by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

10.2 The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

10.3 The secretary must notify the committee that the secretary has received a notice of appeal.

10.4 If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.

10.5 At the general meeting:

- a) no business other than the question of the appeal is to be transacted, and
- b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
- c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
- d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.6 The appeal is to be determined by a simple majority of votes cast by the members.

## **11 Resolution of internal disputes**

11.1 The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:

- a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
- b) a dispute between 1 or more members and the association.

11.2 If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

11.3 The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## **12 Membership entitlements not transferable**

A right, privilege or obligation that a person (or group) has because the person is a member of the association:

- a) cannot be transferred to another person (or group), and
- b) terminates once the person (or group) ceases to be a member of the association.

## **13 Member resignation**

13.1 A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

13.2 The member ceases to be a member on the expiration of the notice period.

## **14 Cessation of membership**

A person (or group) ceases to be a member of the association if the person (or group):

- a) dies (or closes), or
- b) resigns from being a member, or
- c) has their home group withdraw its support of their group's service representative or of its individual member, or
- d) is expelled from the association, or
- e) fails to meet any of the membership requirements as outlined in clause 7.

## **Part 3 Committee Division 1 Constitution 15 Functions of committee**

Subject to the Act and the Regulation, this constitution and any resolution passed by the association in a general meeting, the committee:

- a) is to control and manage the affairs of the association, and
- b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in a general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

## **16 Composition of committee**

16.1 The committee must have a minimum of 7 members and a maximum of 10, as elected in accordance with clause 17, consisting of:

- a) the following office-bearers:
  - (i) the chairperson

- (ii) the vice-chairperson,
- (iii) the secretary,
- (iv) the treasurer, and

b) at least 3 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

16.2 An office-bearer may hold up to 2 offices, other than both the offices of chairperson and vice chairperson, although this situation should be avoided whenever possible.

## **17 Election of committee members**

17.1 Any member of the association, either group representative or individual member may be nominated or self-nominated as a candidate for election as an office-bearer or ordinary committee member who is present at the AGM provided that:

- a) this nomination is supported by at least 2 members of the association
- b) this nomination has the consent of the candidate to the nomination.

17.2 If a candidate for appointment to the committee is not able to be present at the annual general meeting, the nomination of a service representative or individual member for committee must be:

- a) made in writing, and
- b) signed by at least 2 members of the association, not including the candidate, and
- c) accompanied by the written consent of the candidate to the nomination, and
- d) given to the secretary prior to the annual general meeting at which the election is to take place, and
- e) the nominee is to have the qualifications for membership set out in qualifications for membership clause 4 herein, and
- f) individual members so elected will have full voting rights if elected to the committee.

## **18 Qualifications of committee**

18.1 No committee member shall be appointed to any position unless they shall have and retain the qualification as set out in paragraph (18 3) hereof.

18.2 Any office bearer breaching any of these qualifications during his or her periods of office shall automatically forfeit his or her position as such office bearer.

18.3 That the qualification required for membership of the committee shall be

- a) one (1) years physical abstinence from alcohol
- b) six (6) months physical abstinence from other drugs, other than during medical treatment prior to joining the association
- c) Bona fide membership of a participating Illawarra and South Coast AA group for at least six (6) months and
- d) prior to attendance at least one (1) general meeting as service representative or Individual member.

18.4 It is considered essential that no office bearer referred to in the last preceding clause hereof, should hold any office in any other movement, body, association or institution which has for a main objective dealing with in any way with the problem of alcohol and / or other drugs, or for the providing of amelioration, treatment or amenities for persons affected by such problems.

18.5 The association may, from time to time, by ordinary resolution at a general meeting of the association change the number of committee people to be elected, provided the minimum number of committee members in clause (16.1) is not decreased.

## **19 Mode of election for committee**

19.1 All elections of all members of the committee shall take place by ballot where there is more than one nominee for a position as office bearer or ordinary committee member and must be held at the meeting in the way directed by the outgoing committee or as agreed by 2/3rd majority of voting members present.

19.2 When the ballot is taken at a meeting for the purpose of conducting a ballot, the meeting shall appoint two (2) scrutineers. The ballot shall not be taken until a period of at least one-half hour shall have elapsed from the time set out for the commencement of the meeting in the notice to member groups and affiliate members.

19.3 If insufficient nominations are received to fill all vacancies:

- a) the candidates nominated are taken to be elected, and
- b) a call for further nominations must be made at the meeting.

19.4 A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

19.5 Vacancies that remain after a call for further nominations are taken to be casual vacancies.

19.6 If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

## **20 Terms of office**

20.1 Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.

20.2 A committee member is eligible, if otherwise qualified, for re-election.

20.3 There is a limit of three consecutive terms for which a committee member may hold office as a committee member.

## **21 Vacancies in office of the committee**

21.1 A casual vacancy in the office of a committee member arises if the member:

- a) dies, or
- b) ceases to be a member of the association, or
- c) resigns from office by written notice given to the secretary, or
- d) is removed from office by the association under this clause, or
- e) is absent from 3 consecutive meetings of the committee without apology and the consent of the committee, or
- f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
- i) becomes a mentally incapacitated person.

21.2 The association in a general meeting may, by resolution:

- a) remove a committee member from office at any time, and
- b) appoint another member of the association to hold office for the balance of the committee member's term of office.

21.3 A committee member to whom a proposed resolution referred to in subclause (21.2) relates may:

- a) give a written statement, of a reasonable length, to the chairperson or secretary, and
- b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.

21.4 If the committee fails to send a copy of a statement received under subclause (21.3) (a) to each member in accordance with a request made under subclause (21.3) (b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

21.5 The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

21.6 Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **22 Office bearers of the association**

22.1 Whilst all members of the committee of the association are responsible to ensure the association operates ethically according to this constitution so as to ensure the association's primary

purpose of “carrying the message to the alcoholic who still suffers”, office bearers have additional responsibilities and duties.

## **22.2 Chairperson and vice-chairpersons**

22.2.1 Leadership is important for the chair and vice-chairpersons, much of this being done between meetings.

- a) leadership is focusing on the purpose of the organisation,
- b) thinking of ways to improve the association in meeting its aims,
- c) sharing these ideas with the committee and others, and
- d) offering support to those working on the committee, to volunteers and others working for the association.

22.2.2 Role of the chairperson is to:

- a) preside at all general meetings and meetings of the,
- b) ensure general meetings including the annual general meeting, deal with business arising before new business (which needs notice),
- c) deal with new business without notice as General Business,
- d) alter the order of the business with the meetings consent, and
- e) does not vote at meetings, unless there is an equality of votes.

22.2.3 If there is an equality of votes, the chairperson has a casting vote.

22.2.4 In the absence of the chairperson, the vice-chairperson or failing the vice-chairperson, then another of the committee is responsible to perform the role of chairperson.

22.2.5 As is the case in 23.2.3 the presiding member in the absence of the chairperson does not have a vote, unless there is an equality of votes. In the event of an equality of votes, the presiding member has a casting vote.

## **22.3 Association secretary**

22.3.1 As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary’s address.

22.3.2 The secretary is responsible for ensuring:

- a) all communication and correspondence to and from the association is managed, documented and filed appropriately,
- b) the giving of notice for all meetings of the association, as required by this constitution, or at the direction of the committee and/or the direction of the chairperson (or vice-chairperson if appropriate),
- c) the administrative affairs of the association and of the association’s office (including safeguarding the association’s assets held by the office) are managed appropriately,
- d) liaison between the office volunteers and the committee including ensuring the documentation of association assets and statistics as required by the committee.
- e) all applications for membership of the association are accepted and referred to the committee for approval, as required by this constitution
- f) a register of members of the association is established, accessible as appropriate and maintained.

22.3.3 The secretary is also responsible to ensure that minutes of:

- a) all elections of committee members, and
- b) the names of committee members present at a meeting of the committee or a general meeting, and
- c) all proceedings at committee meetings and general meetings are kept.

22.3.4 The minutes must be:

- a) kept in written or electronic form, and
- b) for minutes of proceedings at a meeting, signed, in writing or by electronic means, by:
  - (i) the member who presided at the meeting, or
  - (ii) the member presiding at the subsequent meeting.

## **22.4 Association treasurer**

22.4.1 The treasurer of the association is responsible for:

- a) the financial operations of the association (i.e. all incoming funds and all expenditure) under the guidance of the committee,
- b) providing advice to the committee to assist in budgeting and financial planning of the association's activities,
- c) adequate public liability and other insurance cover (as directed by the committee) is organised and such cover maintained financially,
- d) monitoring cash collection from stock sales and petty cash income and expenditure as well the recording /documentation how cash monies have been accounted for,
- e) monitoring correct banking of all monies and ensuring these monies are accounted in the association's financial records,
- f) ensuring regular inventories of literature and associated stock are completed, and advise the management committee about the monitoring and disposal of unsaleable/ slow moving stock,
- g) preparing a statement of income and expenditure to be submitted to the committee (with bank and other books for examination by the committee as required),
- h) this statement of income and expenditure is passed on a regular basis as required by the committee

22.4.2 The treasurer of the association is also responsible for:

- a) the preparation and/or supervision, at least once in every year, of accurate documentation of the association's annual income and expenditure, and associated balance sheets of all the association's undertakings and their submission to the auditor with supporting vouchers as may be required,
- b) ensuring the income and expenditures of the association and associated balance sheet duly audited and certified by the auditors as correct, is submitted to each annual general meeting of the association.

## **23 Auditors**

23.1 One or more auditors shall be appointed at the annual general meeting to

- a) audit the accounts of the association yearly or more often should the auditor deem fit, and

- b) for that purpose, shall have access at all times to all books, papers, accounts, vouchers, bank pass sheets, and all other documents in relation to the affairs of the association.

23.2 The committee may fill any casual vacancies in the office of auditor.

## **24 Delegation to subcommittees**

24.1 The committee may:

- a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
- b) appoint 1 or more members of the association to be the members of the subcommittee.

24.2 The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

- a) this power of delegation, or
- b) a duty imposed on the committee by the Act or another law.

Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations.

## **Division 2 Procedure 25 Committee meetings**

25.1 The committee must meet at least 6 times in each 12-month period at the place and time determined by the committee.

25.2 The committee shall make a report on its major decisions to the following General Meeting.

25.3 Additional meetings of the committee may be called by any committee member.

25.4 The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that Committee meetings may be held as and when the association's constitution requires.

## **26 Notice of committee meeting**

26.1 The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.

26.2 The notice must describe the general nature of the business to be transacted at the meeting.

26.3 The only business that may be transacted at the meeting is:

- a) the business described in the notice, and
- b) business that the committee members present at the meeting unanimously agree is urgent business.

## **27 Quorum of committee meeting**

27.1 The quorum for a meeting of the committee is 3 committee members.

27.2 In the event of a quorum not being formed, any two (2) officer bearers of the association shall be empowered to act on behalf of the committee to ensure continuity of administration of the association and to call the adjourned committee meeting in clause (27.4).

27.3 No business may be transacted by the committee unless a quorum is present.

27.4 If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:

- a) to the same place, and
- b) to the same time of the same day in the following week.

27.5 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

27.6 If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.

27.7 A committee member appointed under subclause (27.6) holds office, subject to this constitution, until the next annual general meeting.

27.8 This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

## **28 Presiding members of committee meetings**

28.1 The following committee member presides at a meeting of the committee:

- a) the chairperson
- b) if the chairperson is absent - the vice-chairperson,
- c) if both the chairperson and vice-chairperson are absent, one of the members present at the meeting, as elected by the other members

28.2 The member presiding at the meeting:

- a) does not vote at meetings, unless there is an equality of votes.
- b) in the event of an equality of votes, the presiding member has a casting vote.

## **29 Voting**

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

## **30 Acts valid despite vacancies or defects**

30.1 Subject to clause 27.1, the committee may act despite there being a casual vacancy in the office of a committee member.

30.2 An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

### 31 Transaction of business outside meetings or by telephone or other means

31.1 The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

31.2 If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.

31.3 The committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

31.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:

- a) the approval of a resolution under subclause (31.2) or
- b) a meeting held in accordance with subclause (31.3)

31.5 A resolution approved under subclause (31.2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at two or more venues using technology.

## **Part 4 General meetings of association**

### **32 Annual general meetings**

32.1 The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.

32.2 The association must hold subsequent annual general meetings within:

- a) 6 months of the last day of the association's financial year, or
- b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

32.2 Subject to the Act and subclauses (32.1) and (32.2), the annual general meeting is to be held the place and time determined by the committee.

32.3 The business that may be transacted at an annual general meeting includes the following:

- a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
- b) receiving reports from the committee on the association's activities during the previous financial year,

- c) electing office-bearers and ordinary committee members,
- d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

### **33 Special general meetings**

33.1 The committee may call a special general meeting whenever the committee thinks fit.

33.2 The committee must call a special general meeting, if the committee receives a request made by at least 5% of the total number of members.

33.3 The request:

- a) must be in writing, and
- b) must state the purpose of the meeting, and
- c) must be signed by the members making the request, and
- d) may consist of more than 1 document in a similar form signed by 1 or more members, and
- e) must be lodged with the secretary, and
- f) may be in electronic form and signed and lodged by electronic means.

33.4 If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

33.5 A special general meeting held under subclause (33.4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### **34 Notice of general meeting**

34.1 There shall be at least four regular general meetings of the association to be attended by the group's service representatives so appointed, other members of the association and the committee members of the association in the months of November, February, May and August in each year, or in other months as determined by the association.

34.2 The general meeting in August, or in another month as determined by the association, shall be called the annual general meeting.

34.3 At every regular general meeting:

- a) business arising out of the minutes of the previous meeting and postponed matters shall take precedence over new motions in the order of business and
- b) no new business of which notice has not been given shall be dealt with save at the chairperson's discretion as general business or
- c) with the consent of two thirds of the members present, provided however that the chairperson may with the consent of the meeting alter the order of business.

## **35 Presiding member of general meetings**

35.1 The following committee member presides at a meeting of the committee:

- a) the chairperson
- b) if the chairperson is absent, the vice-chairperson,
- c) if both the chairperson and vice-chairperson are absent, one of the members present at the meeting, as elected by the other members

35.2 The member presiding at the meeting:

- a) does not vote at meetings, unless there is an equality of votes.
- b) in the event of an equality of votes, has the presiding member has a casting vote.

## **36 Notice of general meeting**

36.1 The secretary must ensure each member is given notice of a general meeting:

- a) if a matter to be determined at the meeting requires a special resolution, at least 21 days before the meeting, or
- b) otherwise, at least 14 days before the meeting.

36.2 The notice must specify:

- a) the place and time at which the meeting will be held, and
- b) the nature of the business to be transacted at the meeting, and
- c) if a matter to be determined at the meeting requires a special resolution, that a special resolution will be proposed, and
- d) for an annual general meeting, that the meeting to be held is an annual general meeting.

36.3 The only business that may be transacted at the meeting is:

- a) the business specified in the notice, and
- b) for an annual general meeting, business referred to in clause (32.4).

36.4 A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

36.5 If the secretary receives a notice under subclause (36.4), the secretary must specify the nature of the business in the next notice calling a general meeting.

## **36.6 Districts and district meetings**

36.6.1 It is envisioned that at some point in the future, the Illawarra and South Coast area may be sub-divided into three (3) districts – namely Illawarra, South Coast and Far South Coast.

36.6.2 If a district should form under the general service arm of Alcoholics Anonymous, such a district would still be considered to be supported by this association and its constitution, until such time as the district informs this association of its decision to no longer be supported by this association.

36.6.3 If a district does decide to become independent of this association, it is hoped that this constitution may be a guide for such a district in formulating its own structure, constitution and if required, incorporation.

### **37 Quorum at general meetings**

37.1 The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.

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

37.3 If a quorum is not present within half an hour of the time the meeting has been advertised to commence, the meeting:

- a) if called on the request of members is dissolved, or
- b) otherwise, is adjourned:
  - (i) to the same time of the same day in the following week, and
  - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

### **38 Adjourned general meetings**

38.1 The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.

38.2 The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

38.3 If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:

- a) the time and place at which the adjourned meeting will be held, and
- b) the nature of the business to be transacted at the adjourned meeting.

### **39 Voting at general meetings**

39.1 An individual member is not entitled to vote at a general meeting, but has permission to speak at the association's general meetings (including annual general meetings) provided the individual member

- a) is at least 18 years of age, and
- b) continues to meet the individual memberships requirements in Part 2.

39.2 Each group is entitled to one vote at a general meeting, provided the group's representative/s:

- a) is/are at least 18 years of age,
- b) continues to meet the group service representative requirements in Part 2,
- c) has not been un-endorsed by their group,
- d) their Group continues to meet the group memberships requirements in Part 2, and
- e) the group's voting representative is designated at the beginning of the meeting.

39.3 At all general meetings motions and/or questions shall be decided by voting members of the association:

- a) by a show of hands except as herein before provided in the case of election of office bearers and committee members, or
- b) an appropriate method as determined by the committee, or
- c) by ballot, if requested by any one-member present.

39.4 If a question is decided using a method referred to in subclause 39.3 (a) (b) or (c), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:

- a) a declaration by the member presiding at the meeting,
- b) an entry in the association's minute book.

39.5 A written ballot must be conducted in accordance with the directions of the member presiding.

39.6 A member cannot cast a vote by proxy.

## **40 Postal, electronic or combined ballots**

40.1 The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 10.

40.2 The ballot must be conducted in accordance with Schedule 2 of the Regulation.

## **41 Transaction of business outside meetings or by telephone or other means**

41.1 The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.

41.2 If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.

41.3 The association may transact its business at a general meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

41.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

- a) the approval of a resolution under subclause (41.2), or
- b) a meeting held in accordance with subclause (41.3)

41.5 A resolution approved under subclause (41.2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## **Part 5 Administration**

### **42 Change of name, objects or constitution**

42.1 A change in the association's name, objects or constitution must be decided at an annual general meeting by special resolution or at a special meeting of the association

42.2 An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- a) the public officer, or
- b) a committee member.

### **43 Staffing**

43.1 It shall be the duty of the committee to

- a) establish a service office and
- b) if appropriate, any other service offices of the association

43.2 for that purpose the committee may

- a) appoint volunteer and/or paid officers to staff the office if funds allow
- b) define their duties
- c) fix their salaries if required
- d) suspend or remove them.

43.3 All such positions shall be declared vacant and appointments by the committee ratified at the annual general meeting

### **44 Funds**

44.1 Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

- a) donations by AA members and AA groups
- b) other sources as determined by the committee.

44.2 Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.

44.3 As soon as practicable after receiving money, the association must:

- a) deposit the money (except in the case of petty cash) without deduction, to the credit of the association's authorised deposit-taking institution account, and
- b) issue a receipt to the person and/or group for the amount of any money received, and
- c) petty cash shall be deposited and a petty cash float arranged in accordance with the requirements approved by the committee.

44.4 A payment by cheque or other negotiable instrument must be signed by two authorised signatories, one of which must be a committee member.

Note: The Act, Section 36 provides for the appointment of authorised signatories.

## **45 Special funds**

45.1 Any monies raised or set aside for special purposes shall be used only for the purpose so created.

45.2 These special funds shall not be used for any other objects of the association

- a) save with the authority of a special resolution passed at a general meeting by two thirds of the members present, due notice having been previously given to the groups of the intention to propose the resolution and then
- b) only on a subsequent confirmation of the resolution by a simple majority of the members of the association present at a subsequent general meeting of which due notice has previously been given to the groups.

## **46 Insurance**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

## **47 Non-profit status**

47.1 Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, Section 40.

47.2 The property and income of the association shall be applied solely towards the promotion of the objects of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **48 Service of notices**

48.1 For the purposes of this constitution, a notice may be given to or served on a person:

- a) by delivering the notice to the person personally, or
- b) by sending the notice by pre-paid post to the address of the person, or
- c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

48.2 A notice is taken to have been given to or served on a person, unless the contrary is proved:

- a) for a notice given or served personally - on the date on which the notice is received by the person, or
- b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or

- c) for a notice sent by electronic transmission:
  - (i) on the date the notice was sent, or
  - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

#### 49 Custody of records and books

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

- a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
  - (i) the public officer,
  - (ii) a member of the association, or
  - (iii) a committee member
- b) if the association has no premises
  - (i) in the custody of the secretary or treasurer, or
  - (ii) at the association's official address, in the custody of the public officer.

#### 50 Inspection of records and books

50.1 The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:

- a) this constitution,
- b) minutes of committee meetings and general meetings of the association,
- c) records, books and other documents relating to the association.

50.2 A member may inspect a document referred to in subclause (50.1):

- a) in hard copy, or
- b) in electronic form, if available.

50.3 A member may obtain a hard copy of a document referred to in subclause (50.1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

50.4 The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:

- a) that relates to confidential, personal, commercial, employment or legal matters, or
- b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

#### 51 Financial year

The association's financial year is:

- a) The period commencing on the date of incorporation of the association and ending on the following 31 May, and each period of 12 months after the expiration of the previous financial year, commencing on 1st June and ending on the following 31 May.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the Associations Incorporation Act 1984.

## **52 Distribution of property on winding up**

52.1 Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be

- a) transferred to another organisation with similar objects, and which is not carried on for the profit or gain of the organisation's members
- b) in the event of the association being a registered charity with the ACNC and 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, and
- c) in the event of the association being 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:
  - (i) gifts of money or property for the principal purpose of the association
  - (i) contributions made in relation to an eligible fundraising event held for the principal purpose of the association
  - (ii) money received by the association because of such gifts and contributions.

52.2 In this clause: surplus property has the same meaning as in the Act, sec: on 65.