

## 2017 PROPOSED AMENDMENTS TO THE CONSTITUTION OF OMNI (NSW).

### *Rationale*

*We were advised by the Office of Fair Trading that the model constitution in the Associations Incorporation Regulation 2010 would be replaced with an updated model on 1 September 2016.*

*Some of the changes in the updated model have relevance for the Constitution of OMNI (NSW). Where appropriate, changes have been proposed to the constitution of OMNI (NSW) to be consistent with the changes made to the model constitution. In the following notes, the wording of sections in the present constitution is followed by the proposed wording as it would appear in the updated constitution. The proposed wording is underlined and in red.*

### **4. NOMINATION FOR MEMBERSHIP**

A nomination for membership of the association:

- (i) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
- (ii) must be lodged with the Public Officer of the association.
- (iii) As soon as practicable after receiving a nomination for membership, the Public Officer must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

As soon as practicable after the committee makes that determination, the Public Officer must:

- (iv) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- (v) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (vi) the Public Officer, on payment by the nominee of the amounts referred to in clause (ii) within the period referred to in that provision, must enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

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- (v) the Public Officer, on payment by the nominee of the amounts referred to in clause (iii) within the period referred to in that provision, must enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **8. REGISTER OF MEMBERS, RECORDS, BOOKS AND DOCUMENTS**

- (i) The Public Officer must establish and maintain a register of members of the association specifying the name and address of each member of the association together with the date on which the group became a member.

(ii) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(iii) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

(iv) The Public Officer of the association must keep in his custody or under his control all records, books and other documents relating to the association.

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## **8. REGISTER OF MEMBERS, RECORDS, BOOKS AND DOCUMENTS**

(iii) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount. However, the committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

(iv) The Public Officer of the association must keep in his custody or under his control all records, books and other documents relating to the association. If there are no premises and the records are to be kept at the official address of the association, this will be the Public Officer's address.

## **9. FEES AND SUBSCRIPTIONS**

(i) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

(ii) In addition to any amount payable by the member under clause (i), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount.

## **9. FEES AND SUBSCRIPTIONS**

(iii) The financial year for the association is from the 1<sup>st</sup> of July to the 30<sup>th</sup> June in the following year.

## **16. ELECTION OF MEMBERS**

(i) Appointment to the Committee shall be for a term of two years provided that an appointee who shall cease to be a member of a registered group shall cease to hold office and in such an event the committee may make a casual appointment for the remainder of that appointee's term provided that such casual appointment shall be a member from the same registered group as the vacancy. Such casual appointees shall hold office for the remainder of the term of the vacancy.

(ii) The Committee may proceed to carry out its duties notwithstanding the failure of any group electing a member.

(iii) The term of membership of the Committee shall be two years from the Annual General Meeting following the election of each member, except that half the members elected at the first elections shall serve a term of three years to ensure continuity of Committee business. The determinations of the three year term after the first elections shall be by ballot.

## **16. ELECTION OF MEMBERS**

(i) The maximum number of consecutive terms of election to the committee is not limited.

(ii) An appointee who shall cease to be a member of a registered group shall cease to hold office and in such an event the committee may make a casual appointment for the remainder of that appointee's term provided that such casual appointment shall be a member from the same registered group as the vacancy. Such casual appointees shall hold office for the remainder of the term of the vacancy.

## **17. PUBLIC OFFICER**

- (i) OM:NI (NSW) shall appoint a Public Officer at its own expense to manage the affairs of OM:NI (NSW) in an honest and diligent manner in the promotion of its aims and objectives.
- (ii) The Public Officer shall co-operate and give guidance to the Committee in its deliberations and recommendations and in all matters he shall make his best endeavours to ensure that OM:NI (NSW) is fulfilling its aspirations and obligations.
- (iii) The Public Officer shall report to the committee with respect to all his duties, and is subject to the committee's direction on any matter, particularly any publication on behalf of OM:NI (NSW) or any public statement to be made on behalf of OM:NI (NSW). Due delegation is otherwise accorded the Public Officer in carrying out the terms of his appointment according to this contract of engagement.

## **17. PUBLIC OFFICER**

**(iia) Minutes must be kept of all meetings. Minutes can be kept in written or electronic form and the chairman can sign the minutes of the meeting proceedings electronically.**

## **21. MEETINGS AND QUORUM**

- (i) The committee must meet at least once in each period of 12 months at such place and time as the committee may determine.
- (ii) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (iii) Prior written notice of a meeting of the committee must be given by the Public officer to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (iv) Notice of a meeting given under clause (iii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (v) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (vi) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (vii) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (viii) At a meeting of the committee such one of the members of the committee as may be chosen by the members present at the meeting is to preside.

## **21. MEETINGS AND QUORUM**

**(ix) Committee meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each committee member a reasonable opportunity to participate. Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.**

## **23. VOTING AND DECISIONS**

- (i) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (ii) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the group presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the chairperson presiding may exercise a second or casting vote.

- (iii) Subject to rule 21(v), the committee may act despite any vacancy on the committee.
- (iv) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

### **23. VOTING AND DECISIONS**

(i) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting. Electronic ballots can be conducted to determine any issue or proposal as decided by the committee.

(v) A resolution put to the vote at a general meeting being held using technology (as per clause 21) can be decided using a suitable method that the committee determines

### **25. SPECIAL GENERAL MEETINGS**

- (i) Special General Meetings shall be convened by joint decision of the Committee or when a written request to convene such a meeting, signed by a least five members, is received by the Chairman of the Committee, provided that the signatories to such request represents a least fifty per cent of the currently registered OM:NI (NSW) groups.
- (ii) Special General Meetings shall be held at dates fixed by the Committee or in response to a written request as provided herein, not later than eight weeks from the date of receipt of such request unless circumstances prevail which prevent the meetings being held within eight weeks, then the meetings shall be held on a date at the discretion of the Committee.
- (iii) Notice of the business and date of Special General Meetings shall be given in writing to all members of OM:NI (NSW) registered as at the date of giving such notice.
- (iv) Resolutions of Special General Meetings shall be considered by the Committee at its first meeting following the Special General Meeting,

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### **34. WINDING UP**

- (i) A resolution to repeal the Rules may incorporate in its terms the dissolution of OM:NI (NSW) and in such event the resolution should provide that prior to the date of dissolution the liabilities and debts of OM:NI (NSW) shall as far as possible be paid and any balance of the assets of OM:NI (NSW) shall be held and be part of the assets of COTA (NSW).
- (ii) The liability of a member to contribute towards the payment of the debts and liabilities of OM:NI (NSW) or the costs, charges and expenses of the winding up is limited to the amount if any, unpaid by the member in respect of membership of OM:NI (NSW)..

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(ii) Any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(iii) is the same as previous (ii)