

**CONSTITUTION**

**OF**

**HANDS AND FEET INC.  
(ABN 72 189 829 388)**

**As at 10<sup>th</sup> August 2023**

# Hands and Feet Inc.

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# Hands and Feet Inc.

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## 1. Definitions and interpretation

### 1.1 Definitions

In this Constitution:

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

**Association** means Hands and Feet Incorporated (ABN 72 189 829 388).

**CCCAust Church** means a church affiliated with a CCCAust Body.

**CCCAust Body** means Christian Community Churches of Australia Limited or a body corporate representing Christian Community Churches in a state.

**Chairman** means the chairman of the Association and elected to this position under rule 6.7.

**Commissioner** has the meaning given that term in the Act.

**Committee** means the committee of the Association constituted under rule 6.

**Committee Member** means a member elected to the Committee under rule 6.7.

**Fundraising Legislation** means any legislation governing fundraising in a state where the Association seeks to raise funds, including, without limitation, the *Charitable Fundraising Act, 1991 (NSW)*.

**Member** means a member of the Association.

**Objects** means the objects of the Association set out in rule 3.2.

**Public Officer** means the person appointed as the Public Officer under rule 6.10.

**Purpose** has the meaning set out in rule 3.1.

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

**Rules** means the rules of this Constitution, as altered or added to from time to time, and a reference to a provision of these Rules is a reference to that provision as altered or added to from time to time.

**Secretary** means:

(a) the person holding office under these Rules as secretary of the Association; or

(b) where no such person holds that office, the Public Officer.

**Special General Meeting** of the Association means a general meeting of the Association other than an annual general meeting.

**Treasurer** means the person elected to this position under rule 6.7.

**Vice-Chairman** means the person elected to this position under rule 6.7.

## **1.2 Interpretation**

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

## **1.3 Interpretation Act 1987**

The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

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## **2. Name**

The name of the Association is Hands and Feet Incorporated.

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## **3. Purpose and objects**

### **3.1 Charitable purpose**

The Association is established as a charitable institution and will:

- (a) operate in Australia to raise funds for the support of the homeless, the poor, orphans, widows, people with disabilities, vulnerable persons, to be provided in Australia and to countries which are declared by the Minister for Foreign Affairs to be developing countries for the Overseas Aid Gift Deduction Scheme established by the Income Tax Assessment Act 1997 to relieve suffering primarily through the provision of funds to support the objectives; and
- (b) only pursue charitable purposes.

### **3.2 Objects**

With a view to solely meeting the Purpose, the objects of the Association are:

- (a) to provide or assist with short and long-term assistance in poor areas of the world by the means mentioned in rule 3.1(a) either directly to the persons concerned, or in co-operation with other agencies and organisations;
- (b) to provide food and beverages to the needy;
- (c) to provide accommodation for the homeless in local communities;
- (d) to provide medical and educational assistance;
- (e) to obtain and provide information relevant to the attainment of the Purpose;
- (f) assist in or make provision for the education and training and strategic development of local communities;
- (g) make provision for or assist in planning, building and maintaining facilities and accommodation in poor areas of the world;
- (h) assist in or make provision for micro enterprise and micro financing of persons;
- (i) assist persons financially or otherwise including emergency relief;
- (j) contribute moneys to persons, organisations or agencies on terms which will ensure those moneys are used to promote the Purpose;
- (k) whenever possible, undertake co-operative activities with other Australian and foreign overseas aid agencies; and
- (l) undertake anything else necessary or desirable in furtherance of the Purpose or these objects.

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#### **4. Income and Property**

##### **4.1 Application of income and property**

The income and property of the Association will be applied solely towards the promotion of the Objects, subject to any applicable statutory requirements.

##### **4.2 No dividends, bonus or profit paid to Members**

No portion of the income and property of the Association will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

##### **4.3 Payments by the Association**

Nothing in this Constitution will prevent the payment by the Association of:

- (a) interest at a rate not exceeding the rate being charged by bankers in Sydney for overdrawn accounts on money lent to the Association by a Member;



- (b) reasonable rent for premises let to the Association by a Member;
- (c) reasonable expenses to a Committee Member; or
- (d) good faith reasonable remuneration to any Member, Committee Member or employee of the Association in return for any services actually rendered to the Association.

#### **4.4 Winding-up/dissolution**

Subject to rule 9.10, if after the winding-up or dissolution of the Association and after satisfaction of all its liabilities, there remains any property, that property will not be paid to, or distributed among, the Members but will be given to some other organisation or organisations that:

- (a) has or have objects similar to the Objects; and
- (b) if the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets is to be transferred to another organisation or organisations to which income tax deductible gifts can be made:
  - (i) gifts of money or property for the principal purpose of the organisation,
  - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
  - (iii) money received by the organisation because of such gifts and contributions.

The organisation or organisations are to be determined by the Members at or before the time of dissolution.

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### **5. Membership**

#### **5.1 Minimum number**

At all times, the Association shall have a minimum of 5 Members.

#### **5.2 Membership eligibility**

A person is eligible to be a Member if the person:

- (a) is a natural person;
- (b) regularly attends and is involved in a CCCAust Church, as confirmed by a letter signed by 2 elders of that Church; and
- (c) has been nominated for membership of the Association as provided by rule 5.3.

### **5.3 Nomination for membership**

A nomination of a person for membership of the Association must be:

- (a) made by two Members in writing in the form set out in **Schedule 1** to this Constitution or other form determined by the Committee from time to time; and
- (b) delivered to the Secretary.

### **5.4 Membership application**

An application by a person to be a Member must be:

- (a) made in writing; and
- (b) in the form in writing in the form set out in **Schedule 1** to this Constitution or other form determined by the Committee from time to time; and
- (c) lodged with the Secretary

provided that the Committee may determine that an application may be made or lodged by email or other electronic means.

### **5.5 Refer Membership application**

The Secretary must refer a Membership application, together with written confirmation that the person has been nominated in accordance with rule 5.3, to the Committee as soon as practicable after receiving the application.

### **5.6 Determination by Committee**

The Committee must approve or reject the Membership application.

### **5.7 Secretary to notify of decision**

As soon as practicable after the Committee has decided the Membership application:

- (a) the Secretary must give the person written notice of the decision, including by email or other electronic means if determined by the Committee; and
- (b) where the Committee has approved the Membership application:
  - i. the Secretary must enter the person's name in the register of Members as soon as practicable; and
  - ii. the person becomes a Member once the person's name is entered in the register.

## **5.8 Register of Members**

The Secretary must establish and maintain a register of Members.

## **5.9 Requirements for the Register:**

The register:

- (a) may be in written or electronic form; and
- (b) must include, for each Member:
  - i. the Member's full name, and
  - ii. a residential, postal or email address, and
  - iii. the date on which the person became a Member, and
  - iv. if the person ceases to be a Member - the date on which the person ceased to be a member;
- (c) 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
- (d) must be available for inspection, free of charge, by Members at a reasonable time, and
- (e) if kept in electronic form - must be able to be converted to hard copy; and
- (f) If the register is kept in electronic form, the requirements in sub-rule (c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

## **5.10 Access to register and use of Member information**

The following Rules apply in relation to access to the register and use of Member information:

- (a) a Member may obtain a hard copy of the register, or a part of the register, without on payment of a fee;
- (b) 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;
- (c) a Member must not use information about a Member obtained from the register to contact or send material to the Member, unless:

- i. the information is used to send the Member a newsletter or a notice for a meeting or other event relating to the Association or other information relating to the Association; or
- ii. it is necessary to comply with a requirement of the Act or the Regulation.

#### **5.11 Fees and subscriptions**

The following provisions apply regarding fees and subscriptions:

- (a) no entrance fee is to be paid to the Association by a person whose application to be a Member has been approved; and
- (b) no annual subscription fee is payable by a Member.

#### **5.12 Member's liability**

There is no liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

#### **5.13 Resolution of internal disputes**

Disputes between Members (in their capacity as Members), and disputes between Members and the Association:

- (a) are to be referred for mediation to a sub-committee of Members who are not involved in the conflict; and
- (b) 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 sub-committee.

#### **5.14 Complaint against a Member**

A complaint may be made by any person that a Member:

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

#### **5.15 Handling a Member complaint**

On receiving a complaint, the Committee must:

- (a) direct that notice of the complaint to be served on the Member concerned;
- (b) give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee about the complaint; and

- (c) take into consideration any submissions made by the Member about the complaint.

#### **5.16 Decision by Committee**

If after considering the complaint and any submissions made in connection with the complaint, the Committee is satisfied that the facts alleged in the complaint have been proved, the Committee may, by resolution:

- (a) expel the Member from the Association; or
- (b) suspend the Member from membership of the Association.

#### **5.17 Expulsion or suspension**

If the Committee expels or suspends a Member:

- (a) the Secretary must, within 7 days after the action is taken, direct written notice to be given to the Member of the action taken, the reasons given by the Committee for having taken that action and the Member's right of appeal under rule 5.18; and
- (b) the expulsion or suspension does not take effect:
  - i. until the expiry of the period within which the Member is entitled to appeal against the resolution concerned; or
  - ii. if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 21whichever is the later.

#### **5.18 Right of appeal of disciplined Member**

A Member may appeal to the Association in general meeting against a resolution of the Committee under rule 5.17:

- (a) by delivering to the Secretary a notice to that effect within 7 days after notice of the resolution is served on the Member; and
- (b) 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.

#### **5.19 Notification of appeal**

On receipt of a notice from a Member under rule 5.18, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

## **5.20 Appeal**

At a general meeting of the Association convened under rule 5.19:

- (a) no business other than the question of the appeal is to be transacted;
- (b) the 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 Committee's resolution should be confirmed or revoked.

## **5.21 Confirmation of Committee's resolution**

If the Association passes a Special Resolution at the general meeting in favour of the confirmation of the Committee's resolution, the Committee's resolution is confirmed.

## **5.22 Cessation of membership**

A person ceases to be a Member if the Member:

- (a) dies; or
- (b) ceases to regularly attend, or be involved in, a CCCAust Church, as advised by a letter signed by 2 elders of that Church; or
- (c) resigns the membership; or
- (d) is expelled as a Member.

## **5.23 Resignation of Membership**

A Member may resign from membership by giving notice in writing to the Secretary, of at least one month (or such other period as the Committee may determine) of their intention to resign and, on the expiry of the period of notice, the Member ceases to be a Member.

## **5.24 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) may not be transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's Membership.

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## **6. The Committee**

### **6.1 Powers of the Committee**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all of the functions that may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of Members; and
- (c) has power to perform all such acts and do all things that appears to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **6.2 Constitution and membership**

The Committee will consist of:

- (a) the office-bearers of the Association; and
- (b) 1 or more ordinary Committee Members, subject to any maximum number that the Members may impose from time to time at a general meeting

each of whom is to be elected at the annual general meeting of the Association under rule 6.7.

### **6.3 Office-bearers**

The office-bearers of the Association are:

- (a) the Chairman;
- (b) the Vice-Chairman;
- (c) the Treasurer; and
- (d) the Secretary.

### **6.4 Multiple office bearer roles**

Subject to the roles of Chairman and Vice-Chairman being held by different persons, a Committee Member may hold more than 1 office bearer role at the same time.

### **6.5 Term of office and re-election**

Subject to these Constitution, the following provisions apply to the term of a Committee Member:

- (a) each Committee Member is to hold office from the conclusion of an annual general meeting at which they were elected until the conclusion of the following annual general meeting;
- (b) at every annual general meeting, each of the Committee Members shall vacate their office, with effect from the conclusion of the meeting; and
- (c) each Committee Member is eligible for re-election.

## **6.6 Casual vacancy**

If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a Member to fill the vacancy. The appointed Member is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **6.7 Election of Committee Members**

The following rules apply to the election of Committee Members:

- (a) nominations of candidates for election as office-bearers of the Association or as an ordinary member of the Committee:
  - i. must be made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - ii. must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place;
- (b) if insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting;
- (c) if insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies;
- (d) if only one nomination is received for each vacancy to be filled, the persons nominated are taken to be elected;
- (e) if the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held; and
- (f) the ballot for the election of office-bearers and ordinary Committee Members is to be conducted at the annual general meeting in the usual and proper manner as directed by the Committee.



## **6.8 Secretary**

The following provisions apply to the Secretary:

- (a) as soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the Association specifying the secretary's address;
- (b) the Secretary must keep minutes of:
  - i. all elections of Committee Members, and
  - ii. the names of Committee Members present at a meeting of the Committee or a general meeting, and
  - iii. all proceedings at Committee meetings and general meetings.
- (c) the minutes must be:
  - i. kept in written or electronic form, and
  - ii. for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
    - A. the person who presided at the meeting, or
    - B. the person presiding at the subsequent meeting; and
- (d) the Secretary may, by written instrument, delegate to one or more Members as the Secretary thinks fit the exercise of such of the Secretary's functions as are specified in the instrument, other than:
  - i. this power of delegation; or
  - ii. a function which is imposed on the Secretary by the Act, the Regulation or by any other law or regulations which may not be delegated.

## **6.9 Treasurer**

The following provisions apply to the Secretary:

- (a) it is the duty of the Treasurer of the Association to:
  - i. ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
  - ii. ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- (b) The Treasurer may, by instrument in writing, delegate to one or more Members as the Treasurer thinks fit the exercise of such of the Treasurer's functions as are specified in the instrument, other than:
  - i. this power of delegation;

- ii. a function which is duly imposed on the Treasurer by the Act, the Regulation or by any other law or regulations which may not be delegated.

#### **6.10 Public Officer**

The following provisions apply to the Public Officer:

- (a) the Committee must appoint a Public Officer and must ensure that the Association always has a Public Officer. The Public Officer may hold any other office of the Association;
- (b) within 14 days after becoming Public Officer, the Public Officer must give notice to the Director-General of the Department of Fair Trading in the approved form, accompanied by the fee prescribed under the Act, of that fact and of their full name and address in New South Wales;
- (c) if the Public Officer changes their address, they must notify the Department of Fair Trading within 14 days of the change; and
- (d) the Public Officer must lodge an accounts statement in the approved form with the Director-General of the Department of Fair Trading within one month after the date of each annual general meeting.

#### **6.11 Vacancies in office**

A casual vacancy in the office of a Committee Member arises if the Committee Member:

- (a) dies; or
- (b) ceases to be a Member; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cwlth); or
- (d) resigns office by giving written notice to the Secretary; or
- (e) is removed from office under rule 6.12; or
- (f) becomes mentally incapacitated; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

#### **6.12 Removal of member of Committee**

A Committee Member may be removed from office as follows:

- (a) the Association in a general meeting may by resolution remove any Committee Member from that office before the expiration of the Committee Member's term

of office and may by resolution appoint another person to hold office until the expiry of the term of office of the Committee Member so removed.

- (b) If a Committee Member proposed to be removed under rule 6.12(a) makes written representations to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the Chairman may send a copy of the representations to the Members. If the representations are not sent to the members, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **6.13 Delegation to sub-committees**

- (a) The Committee may:
- i. establish 1 or more sub-committees to assist the Committee to exercise the Committee's functions, and
  - ii. appoint 1 or more persons, whether a Member or not, to be the members of the sub-committee.
- (b) The Committee may delegate to the sub-committee the exercise of the Committee's functions specified in the instrument, other than:
- i. this power of delegation, or
  - ii. a duty imposed on the Committee by the Act or another law.

### **6.14 Frequency of Committee meetings**

The Committee must meet at least 3 times each period of 12 months at the place and time determined by the Committee. Additional meetings of the Committee may be convened by the Chairman or by any Committee Member.

### **6.15 Notice of Committee meetings**

- (a) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least 48 hours (another period may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under rule 6.15(a) must specify the general nature of the business to be transacted at the meeting. 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.

### **6.16 Place of meeting**

The Committee may hold a meeting at 2 or more venues using any technology consented to by all of the Committee Members (the consent may be a standing one), that gives the Committee Members as a whole a reasonable opportunity to participate.

### **6.17 Quorum**

The following provisions apply to a quorum for the transaction of the business of a meeting of the Committee:

- (a) three of the Committee Members constitute a quorum; and
- (b) 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 be adjourned to the same place and at the same hour of the same day in the following week, or such other place, time and day as the Committee may specify.
- (c) 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.
- (d) 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 as Committee Members to enable the quorum to be constituted.
- (e) A Committee Member appointed under sub-rule 6.17 holds office, subject to this Constitution, until the next annual general meeting.
- (f) This rule does not apply to the filling of a casual vacancy to which rule 6.11 applies.

### **6.18 Conduct of meetings**

At a meeting of the Committee:

- (a) the Chairman or, in the Chairman's absence, the Vice-Chairman, Secretary or Treasurer is to preside; or
- (b) if the Chairman, Vice-Chairman, Secretary and Treasurer are absent or unwilling to act, one of the remaining Committee Members chosen by the Committee Members present at the meeting is to preside.

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

The following provisions relate to the transaction of business:

- (a) the Committee may transact its business by the circulation of papers, including by electronic means, among all Committee Members;
- (b) 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;

- (c) the Committee may transact its business at a meeting at which 1 or more Committee Members participate by telephone or other electronic means, provided a Committee Member who speaks on a matter can be heard by the other members; and
- (d) the Committee Member presiding at the meeting and each other Committee Member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:
  - i. the approval of a resolution under sub-rule (b), or
  - ii. a meeting held in accordance with sub-rule (c); and
- (e) a resolution approved under sub-rule (b) must be recorded in the minutes of the meetings of the Committee.

#### **6.20 Committee meeting voting and decisions**

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

#### **6.21 Voting entitlements**

Each Committee Member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

#### **6.22 Vacancies**

Subject to rule 6.17(a), the Committee may act despite any vacancy on the Committee.

#### **6.23 Committee actions valid**

Any act or thing done or suffered, or purporting to have been done or suffered, 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.

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### **7. General meetings**

#### **7.1 Holding of annual general meetings of the Association**

Annual general meetings of the Association are to be held 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).

## **7.2 Annual general meetings**

- (a) The annual general meeting of the Association is, subject to the Act and to rule 7.1 to be convened on a date and at a place and time determined by the Committee.
- (b) Subject to the Act and sub-rule (a), the annual general meeting is to be held at the place and time determined by the Committee.
- (c) The business that may be transacted at an annual general meeting includes the following:
  - i. confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - ii. receiving reports from the Committee on the Association's activities during the previous financial year,
  - iii. electing office-bearers and the ordinary Committee Members,
  - iv. receiving and considering financial statements or reports required to be submitted to Members under the Act.

## **7.3 Special general meetings**

- (a) The Committee may call a Special General Meeting whenever the Committee thinks fit.
- (b) 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.
- (c) The request:
  - i. must be in writing, and
  - ii. must state the purpose of the meeting, and
  - iii. must be signed by the members making the request, and
  - iv. may consist of more than 1 document in a similar form signed by 1 or more Members, and
  - v. must be lodged with the Secretary, and
  - vi. may be in electronic form and signed and lodged by electronic means.
- (d) 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.

- (e) A Special General Meeting held under sub-rule (d) must be conducted, as far as practicable, in the same way as a general meeting called by the Committee.

#### **7.4 Notice of general meeting**

- (a) Except if rule 7.4(b) applies, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give notice of the general meeting to each Member. The notice must specify the place, date and time of the meeting and state the general nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each Member. The notice must specify, in addition to the matters required under rule 7.4(a), the intention to propose the resolution as a special resolution.

#### **7.5 Business of general meeting**

- (a) 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 pursuant to rule 7.2(b).
- (b) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must then include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

#### **7.6 Quorum**

- (a) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) 4 Members present in person (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - i. if convened on the requisition of Members, is to be dissolved; and
  - ii. in any other case, is to be adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Committee appoint by notice to the Members.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) constitute a quorum.

## **7.7 Appointment and powers of chairperson of general meeting**

- (a) The Chairman or, in the Chairman's absence, the Vice-Chairman, is to act as chairperson at each general meeting of the Association.
- (b) If the Chairman and the Vice-Chairman are absent or unwilling to act, the Members present must elect one of their number to act as chairperson at the meeting.

## **7.8 Adjournment of general meeting**

- (a) 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.
- (b) The only business that may be transacted at a general meeting the holding of which is adjourned or postponed is the business specified in the notice convening the meeting.
- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice does not invalidate that cancellation, postponement or adjournment or any resolution passed at a postponed meeting.

## **7.9 Voting**

- (a) On any question at a general meeting of the Association a Member has one vote only. Subject to rule 7.12, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.
- (b) All votes must be given personally or by proxy, but no Member may hold more than 5 proxies.

## **7.10 Chairperson's casting vote**

In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

## **7.11 Voting restriction**

A Member or proxy is not entitled to vote at any general meeting of the Association unless all money payable by the Member or proxy to the Association has been paid.



### **7.12 Making of decisions - show of hands**

A question arising at a general meeting of the Association is to be determined on a show of hands unless a poll is properly demanded and is not withdrawn. A declaration by the chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book of the Association, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

### **7.13 Polls**

- (a) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 Members present in person or by proxy at the meeting.
- (b) Where a poll is demanded at a general meeting, the poll must be taken:
  - i. 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
  - ii. in any other case, in the manner and at the time before the close of the meeting that the chairperson directs.

The resolution of the poll on the matter is to be taken to be the resolution of the meeting on that matter.

### **7.14 Postal or electronic ballots**

- (a) The Association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under rule 5.19.
- (b) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

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

- (a) The Association may transact its business by the circulation of papers, including by electronic means, among all members of the Association.
- (b) 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.
- (c) The Association may transact its business at a general meeting at which 1 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.
- (d) 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:

- i. the approval of a resolution under sub-rule (b), or
  - ii. a meeting held in accordance with sub-rule (c).
- (e) A resolution approved under sub-rule (b) must be recorded in the minutes of the meetings of the Association.

#### **7.16 Special resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed by a majority which comprises at least three quarters of the Members that are entitled under these Rules to vote on the resolution, who vote in person or by proxy at a general meeting;
- (b) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; and
- (c) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in subparagraph (a) the resolution is passed as a special resolution in a manner specified by the Commissioner.

#### **7.17 Appointment of proxies**

Each Member is entitled to appoint another member as proxy by notice giving to the Secretary no later than 24 hours before the time of the meeting which the proxy is appointed. The notice appointing the proxy is to be in the form set out in **Schedule 2** to these Rules.

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### **8. Insurance**

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

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### **9. Hands and Feet Fund**

#### **9.1 Establishment of the Hands and Feet Fund**

The Association may establish and operate a relief fund known as the Hands and Feet Fund ("**Fund**").

#### **9.2 Purpose of the Fund**

The purpose for the establishment of the Fund is to enable financial and other assistance to be provided to poor areas of the World to relieve suffering primarily through the activities in accordance with the Objects.

### **9.3 Rules and objects of the Fund**

The purpose of the Fund is to solicit and receive gifts towards the carrying out of the Purpose and the Objects insofar as these relate to the Purpose of the Fund as described in rule 9.2.

### **9.4 Payments to the Fund**

An account will be established to receive all funds received by the Fund. This account must only include any money or property which is a gift to the Fund or which is received because of such gifts including, without limitation, interest received on any moneys in the account.

### **9.5 When payments not accepted**

If any part of a donation made to the Fund is intended for purposes other than Fund's purpose as described in rule 9.2, that payment cannot be made to the Fund.

### **9.6 Receipts**

For each deposit to the Fund, an individual receipt must be provided which shows the name and ABN of the Association, that the receipt is for a gift and the amount of the gift.

### **9.7 Public invited to contribute**

The general public may be invited to make gifts to the Fund for the purposes of carrying out the purpose and objects of the Fund.

### **9.8 Management committee and responsible persons**

The Fund shall be administered by a sub-committee ("**Fund Management Committee**").

### **9.9 Non-profit**

The assets and income of the Fund shall be applied solely in the furtherance of the purpose and objects of the Fund outlined in rules 9.2 and 9.3 and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Fund.

### **9.10 Winding Up/dissolution**

If on the winding-up or dissolution of the Fund or if its registration by the Australian Charities and Not-for-profits Commission or the equivalent body thereof is revoked, and there remains, after satisfaction of all its liabilities, any property, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:

(a) having a purpose or objects similar to the Purpose or Objects of the Fund;

- (b) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as imposed on the Fund; and
- (c) being an institution accepted as a deductible gift recipient under sub-division 30-B, section 30-100 of the Income Tax Assessment Act 1997 by the Commissioner of Taxation, or otherwise approved for these purposes by the Commissioner of Taxation.

The institution is to be determined by the Members at or before the time of dissolution.

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## **10. Service of documents**

### **10.1 Interpretation**

In this rule 10, a reference to a document includes a notice.

### **10.2 Methods of service**

- (a) For the purposes of this Constitution, a notice may be given to or served on a person:
  - i. by delivering the notice to the person personally, or
  - ii. by sending the notice by pre-paid post to the address of the person, or
  - iii. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (b) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - i. for a notice given or served personally - on the date on which the notice is received by the person, or
  - ii. 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
  - iii. for a notice sent by electronic transmission:
    - A. on the date the notice was sent, or
    - B. 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.

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## **11. Miscellaneous**

### **11.1 Funds management**

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the Purpose or the Objects in the manner that the Committee determines.

### **11.2 Source of funds**

- (a) The funds of the Association are to be derived from donations and, subject to a resolution passed by the Association in general meeting, any other sources that the Committee determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving money, issue an appropriate receipt.

### **11.3 Signing cheques etc**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members or employees of the Association who are authorised to do so by the Committee.

### **11.4 Alteration of Constitution**

This Constitution may be altered, rescinded or added to only by a special resolution of the Association.

### **11.5 Common seal**

The common seal (if any) of the Association must be kept in the custody of the Public Officer. The common seal must not be used except by the authority of the Committee and the use of the common seal must be attested by the signatures either of 2 Committee Members or of 1 Committee Member and of the Public Officer, where the Public Officer is not a Committee Member.

### **11.6 Custody of books, etc**

- (a) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
  - i. at the Association's main premises, in the custody of either of the following persons, as determined by the Committee:
  - ii. the Public Officer,
  - iii. a Member, or

- iv. if the Association has no premises - at the Association's official address, in the custody of the Public Officer.

#### **11.7 Inspection of books, etc**

- (a) The following documents must be available for inspection, free of charge, by Members at a reasonable time:
  - i. this Constitution,
  - ii. minutes of Committee meetings and general meetings of the Association,
  - iii. records, books and other documents relating to the Association.
- (b) A Member may inspect a document referred to in sub-rule (a):
  - i. in hard copy, or
  - ii. in electronic form, if available.
- (c) A Member may obtain a hard copy of a document referred to in sub-rule (a) without on payment of a fee.
- (d) The Committee may refuse to allow a Member to inspect or obtain a copy of a document under this rule:
  - i. that relates to confidential, personal, commercial, employment or legal matters, or
  - ii. if the Committee considers it would be prejudicial to the interests of the Association for the Member to do so.

#### **11.8 Application of rules 11.9 to 11.14**

Rules 11.9 to 11.14 inclusive apply where the Association is registered under or is exempted from registration by or under any applicable Fundraising Legislation.

#### **11.9 Vacation of office**

Without limiting the operation of rules 6.11 and 6.12, the office of a member of the Committee is to become vacant if:

- (a) the Member holds an office of profit in the Association; or
- (b) the Member is directly or indirectly interested in any contract or proposed contract with the Association.

#### **11.10 Notification of proposed alteration of Constitution**

A proposed alteration of this Constitution or of the statement of objects of the Association is to be notified to:

- (a) the Australian Charities and Not-for-profits Commission;
- (b) the person administering the Fundraising Legislation in the manner required by the regulations under that Legislation; and
- (c) the Director-General of the NSW Department of Fair Trading, in the manner required under section 20 of the Act.

#### **11.11 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 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

#### **11.12 Compliance with Fundraising Legislation**

- (a) The Association is to comply with such of the provisions of the Fundraising Legislation and the regulations under that act that are applicable to it.
- (b) Without limiting the generality of sub rule (a), funds raised by means of a fundraising appeal within the meaning of the Fundraising Legislation must be maintained in accordance with that Act.

#### **11.13 Accounts**

The Committee must direct the Association to keep accounts of the Association and the Fund in accordance with the Act, the Regulation and the and the Fundraising Legislation.

#### **11.14 Audit**

The Committee must direct the accounts to be audited in accordance with the requirements of the Act, the Regulation and the Fundraising Legislation.

## Schedule 1

### (Rule 5.3)

#### Membership Application Form

I \_\_\_\_\_  
(full name)

of \_\_\_\_\_  
(address)

apply to be a member of Hands and Feet Incorporated

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

I, \_\_\_\_\_, a member of the Association,  
(full name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of proposer

Date: .....

I, \_\_\_\_\_, a member of the Association,  
(full name)

second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....  
Signature of proposer

Date .....



## Schedule 2

### (Rule 7.17)

#### Proxy Form

I

of

being a member of Hands and Feet Incorporated (**Association**) appoint:

name

of

being a member of the Association,

failing whom or if no person is named, the Chairman of the Association as my proxy to vote and act on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on [insert proposed date of meeting] and any other day to which that meeting is adjourned or postponed.

I direct that my proxy vote in the following manner:

Agenda item	For	Against	Abstain
Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote or abstain as the proxy thinks fit.

Signature(s):

Name:

Date:

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