

Local Community Services Association

Constitution 2025

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Part 1 – Preliminary

1 Definitions:

1.1 In this constitution:

- (a) **community** means a group of interacting people living in a common location (community of location) or sharing common ethnicity, values or experiences (community of culture or community of identity).
- (b) **community organisation** means a not-for-profit organisation whose primary objects relate to the service (development and wellbeing) of a community.
- (c) **community based organisation** means a community organisation where membership is open and accessible to all members of a community (and generally reflects the demographics of its community) and which accounts for its actions to that community.
- (d) **community governed organisation** means a community based organisation where the governing body (board or management committee) is elected by its members and is the main point of authority within the organisation, but does not include a local, state or federal government body or a religious or charitable organisation operating in more than one local community.
- (e) **Corporations Act** means the Corporations Act 2001 (Cth)
- (f) **delegate** means a person authorised to act as a representative of a member organisation.
- (g) **neighbourhood and community centres (NCCs)** means community governed organisations which:
 - (i) provide a community focal point with a range of community development and social inclusion opportunities and activities and community-focused services, and
 - (ii) identify publicly as such, are recognised by local stakeholders as such and align with the LCSA Neighbourhood and Community Centre Policy 2024.
- (h) **Public Officer** is the official contact person of the association who is appointed by the Board, for example, the CEO or Board Secretary (refer to the Act).
- (i) **Regional body** means a community governed organisation with a regional or sub-regional coverage whose primary objects relate to the support and development of community

organisations in their region (and whose membership includes LCSA members but whose majority of members are ineligible for LCSA membership in their own right).

(j) **Secretary** means:

- (i) the person holding office under this constitution as secretary of LCSA, or
- (ii) if no such person holds that office - the public officer of LCSA.

(k) **special general meeting** means a general meeting of LCSA other than an annual general meeting.

(l) **the Act** means the *Associations Incorporation Act 2009 (NSW)*.

(m) **Regulation** means the *Associations Incorporation Regulation 2022 (NSW)*.

1.2 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, and
- (c) a rule applying to a member shall also apply to an associate member and an individual member unless otherwise stated.

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

2 Name

2.1 The name of the association shall be the Local Community Services Association Inc. (**LCSA**).

3 Principal purpose

3.1 LCSA is a not-for-profit peak body association for neighbourhood and community centres (NCCs) and other community based and governed organisations in New South Wales.

3.2 As the voice for community development in NSW, LCSA works with its members to strengthen communities and alleviate poverty and distress suffered by economically and socially disadvantaged communities in New South Wales.

Part 2 – Membership

4 Membership categories

4.1 A community organisation is eligible to be a full member of LCSA if:

- (a) the organisation is a NCC, or
- (b) the organisation is a community governed organisation with a focus on community development, social inclusion and community focused services, or
- (c) the organisation is a regional body, and
- (d) the organisation has been nominated and approved for membership in accordance with clause 5.

4.2 An organisation is eligible to become an associate member of LCSA if:

- (a) the organisation functions as a NCC but is not a community governed organisation, or
- (b) the organisation is a community based and community governed organisation with a primary focus on specific service delivery, and
- (c) the organisation has been nominated and approved for membership in accordance with clause 5.

4.3 A natural person is eligible to become an individual member of LCSA if:

- (a) the person is a student preparing to work within the disciplines required by LCSA members, or
- (b) the person has a recognised record of support for the work of LCSA, and
- (c) the person has been nominated and approved for membership in accordance with clause 5.

4.4 Organisations and persons referred to in subclauses 4.2 and 4.3 do not enjoy voting rights.

5 Nomination for membership

5.1 A nomination of an organisation for full membership or associate membership or a nomination of a person for individual membership of LCSA:

- (a) must be made by a full member of LCSA in writing, or electronically on the form provided by LCSA for this purpose, and

- (b) must be lodged with the Secretary of LCSA.
- 5.2 An organisation applying for full membership or associate membership:
- (a) shall nominate one (1) natural person as the organisation's delegate to represent the applicant organisation. The application form of the organisation shall state the name and address of the person nominated as the delegate.
 - (b) may appoint an alternate delegate at any time by advising LCSA of their name in writing, with the notification signed by two (2) members of the governing body of that organisation.
 - (c) shall notify in writing to the Secretary any change on that member's address within a period of one (1) month following such change and all notices given at the address last notified shall be considered duly received.
- 5.3 A person applying for individual membership shall notify in writing, including by email to the Secretary any change on that individual member's address within a period of one (1) month following such change and all notices given at the address last notified shall be considered duly received.
- 5.4 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or reject the nomination.
- 5.5 As soon as practicable after the Board makes that determination, the Secretary must:
- (a) notify the nominee, in writing, including by email that the Board approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board has 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 this constitution by a full member, associate member or individual member as an annual subscription.
- 5.6 The Secretary must, on payment by the nominee of the amounts referred to in subclause 10.2 within the period referred to in clause 10, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of LCSA.

6 Cessation of membership

6.1 An organisation ceases to be a full member of LCSA if the organisation:

- (a) ceases to exist, or
- (b) ceases to be a community managed organisation, or
- (c) resigns membership, or
- (d) is expelled from LCSA, or
- (e) fails to pay the annual membership fee in accordance with clause 10 of this constitution.

6.2 An organisation ceases to be an associate member of LCSA if the organisation:

- (a) ceases to exist, or
- (b) resigns membership, or
- (c) is expelled from LCSA, or
- (d) fails to pay the annual membership fee in accordance with clause 10 of this constitution.

6.3 A person ceases to be an individual member of LCSA if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the LCSA, or
- (d) fails to pay the annual membership fee under clause 10 of this constitution.

7 Membership entitlements not transferable

7.1 A right, privilege or obligation which an organisation or person has by reason of being a member of LCSA:

- (a) is not capable of being transferred or transmitted to another organisation or person, and
- (b) terminates on cessation of the organisation or person's membership of LCSA.

8 Resignation of membership

- 8.1 A member of LCSA may resign from membership of LCSA by first giving to the Secretary written notice of at least one (1) month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 8.2 If a member of LCSA ceases to be a member under subclause 8.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- 9.1 The Public Officer of LCSA must establish and maintain a register of members of the LCSA.
- 9.2 The register:
- (a) may be in written or electronic form, and
 - (b) must include for each member:
 - (i) the name and postal or residential address of each organisation or person who is a member of the LCSA together with the date on which the organisation or person became a member, and
 - (ii) any alternative address the member may have nominated for the receipt of notices, and
 - (iii) the date on which the organisation or person became a member, and
 - (iv) if the organisation or person ceases to be a member – the date on which the organisation or person ceased to be a member.
 - (c) must maintain the names and details of past members for at least 7 years, and
 - (d) must be kept in New South Wales at the main premises of LCSA or publicly on the LCSA website, and
 - (e) must be open for inspection, free of charge, by any member of LCSA at any reasonable time, and
 - (f) If kept in electronic form must be able to be converted to hard copy.

- 9.3 If the register is kept in electronic form the requirements of subclauses 9.2(d) and (e) apply as if a reference to the register is a hard copy of the register.
- 9.4 A member of LCSA may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 9.5 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.
- 9.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to LCSA or other material relating to LCSA, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10 Fees and subscriptions

- 10.1 The LCSA annual membership fee as set out in subclause 10.2 is for the financial year (July-June) and is not refundable.
- 10.2 A LCSA member must pay to LCSA an annual membership fee as determined from time to time by the Board under the status of :
- (a) a full member,
 - (b) an associate member, or
 - (c) an individual member.
- 10.3 Except as provided by subclause 10.4 the annual membership fee must be paid before the LCSA annual general meeting of that year.
- 10.4 If an organisation or individual becomes a member of LCSA on or after 1 July in any financial year the full annual membership fee must be paid on becoming a member.
- 10.5 The Board has discretion to waive or adjust membership fees for a member organisation or individual that is experiencing financial hardship.

11 Members' liabilities

- 11.1 The liability of a member of LCSA to contribute to the payment of the debts and liabilities of LCSA or the costs, charges and expenses of the winding up of LCSA is limited to the amount of any outstanding fees for the member under clause 10.

12 Resolution of disputes

- 12.1 If a dispute arises between LCSA members (regarding membership or other LCSA related issues only), or disputes between a member or members and LCSA, all efforts will be made to resolve the dispute in accordance with LCSA's grievance and dispute resolution policies and procedures.
- 12.2 Where a resolution cannot be reached under clause 12.1, the matter may be referred to an external mediator.

13 Disciplining of members

- 13.1 A complaint may be made to the Board by any person that a member of LCSA:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has willfully acted in a manner prejudicial to the interests of LCSA.
- 13.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 13.3 If the Board decides to deal with the complaint, the Board:
- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.

- 13.4 The Board may, by resolution, expel the member from LCSA or suspend the member from membership of LCSA if, after considering the complaint and any submissions made in connection with the complaint, the Board is satisfied that:
- (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted in the circumstances.
- 13.5 If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action being taken, give the member written notice of:
- (a) the action taken, and
 - (b) the reasons given by the Board for taking the action, and
 - (c) the member's right of appeal under clause 14.
- 13.6 The expulsion or suspension does not take effect until the later of the following:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if the member exercises the member's right of appeal within the period – the day LCSA confirms the resolution under clause 14

14 Right of appeal of disciplined member

- 14.1 A member may appeal to LCSA in a general meeting against a resolution of the Board under clause 13, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 14.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 14.3 The Secretary must notify the Board that a notice of appeal under clause 14.1 has been received.
- 14.4 If notified that a notice of appeal has been received, the Board must call a general meeting of LCSA within 28 days of the date on which the notice was received.
- 14.5 At the general meeting of LCSA convened under subclause 14(4):
- (a) no business other than the question of the appeal is to be transacted, and

- (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.6 The appeal is to be determined by a simple majority of votes cast by members of LCSA.

Part 3 – Governance

15 Powers of the Board

15.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by LCSA in general meeting, the Board:

- (a) is responsible for:
 - (i) managing and directing the activities of LCSA to achieve its purpose and objectives,
 - (ii) the employment of the Chief Executive Officer, and
 - (iii) the responsible financial management of LCSA
 - (iv) setting the organisation's strategic objectives
 - (v) approving organisational policies.
- (b) may exercise all such functions as may be exercised by LCSA, other than those functions that are required by this constitution to be exercised by a general meeting of members of LCSA, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of LCSA.

16 Composition and membership of Board

- 16.1 The total number of Board members is to be seven (7) each of whom is to be elected at an annual general meeting of LCSA under clause 17.
- 16.2 The Board will consist of:
- (a) the office-bearers of LCSA, and
at least of three (3) ordinary board members.
- 16.3 The office-bearers of LCSA are as follows:
- (a) the President
 - (b) the Vice-President
 - (c) the Treasurer, and
 - (d) the Secretary.
- 16.4 An office-bearer may hold up to two (2) offices, other than both the offices of President and Vice President.
- 16.5 Each member of the Board is, subject to this constitution, to hold office until the conclusion of the second annual general meeting following the date of the member's election but is eligible for re-election.

17 Election of Board members

- 17.1 A person nominated as a candidate for election as a Board member must be a delegate of a member of LCSA, with full membership.
- 17.2 The nomination must be:
- (a) made in writing, and
 - (b) signed by two (2) delegates of full members of LCSA, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) delivered to the Secretary of LCSA at least 28 days before the date fixed for the holding of the annual general meeting.

- 17.3 If insufficient nominations are received to fill all vacancies:
- (a) the candidates nominated are taken to be elected, and
 - (b) any vacant positions remaining on the Board are taken to be casual vacancies.
- 17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 17.5 If the number of nominations received exceeds the number of vacancies to be filled, an electronic ballot is to be held.
- 17.6 The electronic ballot for the election of Board members is to be conducted at least 7 days prior to the annual general meeting in such usual and proper manner as the Board may direct.
- 17.7 The Board shall appoint a Returning Officer to conduct the Board election process and make a report on the outcome of the elections to the annual general meeting.
- 17.8 Members present at an annual general meeting receive and accept the appointment/s of elected Board members.
- 17.9 New Board members take up their position at the annual general meeting, following receipt of the Returning Officer's report.
- 17.10 No member of the Board shall be appointed to any salaried office of LCSA or any office of LCSA paid by fees and no remuneration or other benefits in money or monies worth shall be given by LCSA to any members of the board except repayment for out of pocket expenses.
- 17.11 The LCSA Board appoints the office bearers at the first Board meeting, no later than 2 weeks after the annual general meeting.

18 Secretary

- 18.1 The Secretary of LCSA must, as soon as practicable after being appointed as Secretary, lodge notice with LCSA, specifying the Secretary's address.
- 18.2 The Secretary must keep minutes of:
- (a) all elections of Board members, and
 - (b) the names of members of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.

18.3 The minutes must be:

- (a) kept in writing or electronic form, and
- (b) 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.

19 Treasurer

19.1 The Treasurer of LCSA must ensure:

- (a) all money owed to LCSA is collected, and
- (b) all payments authorised by LCSA are made, and
- (c) correct books and accounts are kept showing the financial affairs of LCSA, including full details of all receipts and expenditure connected with the activities of LCSA.

20 Vacancies in office

20.1 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint the delegate of a full member of LCSA to fill the vacancy and the delegate so appointed is to hold office, subject to this constitution, until the conclusion of the next annual general meeting following the date of the appointment.

20.2 A casual vacancy of a Board member occurs if the Board member:

- (a) dies, or
- (b) ceases to be a delegate of a full member of LCSA, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under this clause, or
- (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the Board from three (3) consecutive meetings of the board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

21 Removal of Board members

- 21.1 In a general meeting LCSA may by resolution remove any member of the Board from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 A member of the Board to whom a proposed resolution referred to in subclause 21.1 relates may:
- (a) give a written statement, of a reasonable length to the Secretary or President, and
 - (b) request that the Board send a copy of the statement to each member of LCSA at least seven (7) days before the general meeting at which the proposed resolution will be considered.
- 21.3 If the Board fails to send a copy of the statement received under subclause 21.2 to each member in accordance with a request made under subclause 21.2, the statement must be read

loud by the member presiding over the general meeting at which the proposed resolution will be considered.

- 21.4 In accordance with subclause 20.1, the Board may appoint the delegate of a full member organisation to fill a casual vacancy arising from the removal from office of a Board member, until the next annual general meeting.

22 Board meetings and quorum

- 22.1 The Board must meet at least four (4) times in each period of 12 months at such place and time as the Board may determine.
- 22.2 Additional meetings of the Board may be convened by the President or by any member of the Board.
- 22.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 22.4 Board members may participate in the transaction of business of the Board by use of technology.
- 22.5 Notice of a meeting given under subclause 22.3 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 board members present at the meeting unanimously agree to treat as urgent business.
- 22.6 Four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 22.7 No business is to be transacted by the Board 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 a time and place to be determined by the President and Secretary.
- 22.8 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.
- 22.9 At a meeting of the Board:
- (a) the President or, in the President's absence, the Vice-President is to preside, or

- (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

23 Delegation by the Board to sub-committees

- 23.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Board members or full members of LCSA as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 23.2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 23.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.4 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 23.5 Any act:
 - (a) by a sub-committee acting in the exercise of a delegation under this clause, or
 - (b) to a sub-committee by a third party in respect of a delegation under this clause,has the same force and effect as it would have if it had been done or suffered by the Board.

23.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause 23.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

24.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

24.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.

24.3 Subject to subclause 22.6 the Board may act despite any vacancy on the Board.

24.4 Any act:

- (a) by the Board or a sub-committee,
- (b) to the board or a sub-committee by a third party,

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

25 Electronic or in-person ballots

25.1 LCSA may hold either an electronic or in-person ballot, as determined by the Board, to decide any matter other than an appeal under clause 14.

25.2 The electronic ballot must be conducted in accordance with Schedule 2 of the Regulation, including:

- preparing a statement setting out the details of the matter to be determined by a ballot
- appointing a returning officer, who must conduct the ballot
- fixing the date for the closing of the ballot

26 Transaction of business outside meetings or by telephone or other means

- 26.1 The Board may transact its business by the circulation of papers, including by electronic means, among Board and committee members.
- 26.2 If the Board or its committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of its members, is taken to be a decision of the Board or sub-committee.
- 26.3 The Board may transact its business at a 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.
- 26.4 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 Board for the purposes of:
- (a) the approval of a resolution under subclause 26.2, or
 - (b) a meeting held in accordance with subclause 26.3.
- 26.5 A resolution approved under subclause 26.2 must be recorded in the minutes of the meetings of the Board.

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

Part 4 - General meetings

27 Annual general meetings - holding of

- 27.1 LCSA must hold its annual general meeting:
- (a) within six (6) months after the close of LCSA's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

28 Annual general meetings - calling of and business at

- 28.1 The annual general meeting of LCSA is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the Board thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of LCSA during the last preceding financial year,
 - (c) to receive and accept the Returning Officer's report on elected LCSA Board members, and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 28.3 An annual general meeting must be specified as such in the notice convening it.

29 Special general meetings - calling of

- 29.1 The Board may, whenever it thinks fit, convene a special general meeting of LCSA.
- 29.2 The Board must, on the requisition in writing of at least five per cent (5%) of the total number of full members, convene a special general meeting of LCSA.
- 29.3 A requisition of full members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- 29.4 If the Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one (1)

or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

- 29.5 A special general meeting convened by a member or members as referred to in subclause 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

30 Notice

- 30.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of LCSA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of LCSA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the

matters required under subclause 30.1, the intention to propose the resolution as a special resolution.

- 30.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 30.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 Quorum for general meetings

- 31.1 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.
- 31.2 Fifteen (15) full members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

31.4 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 full members present (being at least three (3)) are to constitute a quorum.

32 Presiding member

32.1 The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of LCSA.

32.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

33 Adjournment

33.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting to another time and place.

33.2 The only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting at which the adjournment took place.

33.3 If a general meeting is adjourned for 14 days or more, the Secretary must give written, including by email, or oral notice of the adjourned meeting to each member of LCSA stating:

- (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.

33.4 Except as provided in this clause 33, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

34.1 A question arising at a general meeting of LCSA is to be determined by either:

- (a) a show of hands, or
- (b) if on the motion of the Chairperson or if five (5) or more full members present at the meeting decide that the question should be determined by a written or electronic ballot.

34.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a

particular majority or lost, or an entry to that effect in the minute book of LCSA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 34.3 If the question is to be determined by a written or electronic ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

35 Special resolutions

- 35.1 A special resolution is passed at either a special meeting or at an annual general meeting and requires the support of at least three quarters of members who are eligible to vote under this constitution.
- 35.2 Pursuant to clause 25, voting on a special resolution can be held in person or electronically.
- 35.3 Notice of a special resolution must be given at least 21 days before the date the meeting is to be held, and must include:
- (a) the terms of the resolution, and
 - (b) a statement to the effect that the resolution is intended to be passed by special resolution.

36 Voting

- 36.1 On any question arising at a general meeting of LCSA the delegate of a full member has one (1) vote only, delegates of associate members and individual members have the right to speak in debate on any resolution but do not have the right to vote.
- 36.2 A delegate of a full member is not entitled to vote at any general meeting of LCSA unless all money due and payable by the member to LCSA has been paid.
- 36.3 A delegate of a full member is not entitled to vote at any general meeting of LCSA if the delegate is under 18 years of age.

37 Proxy votes not permitted

- 37.1 Proxy voting must not be undertaken at or in respect of a general meeting.

Part 5 – Tax Deductible Gifts

38 Separate accounting

38.1 If LCSA is endorsed by the Australian Taxation Office as a deductible gift recipient, any tax deductible gifts and contributions made to LCSA for its principal purpose, any contributions made in relation to an eligible fundraising event held for the principal purpose of LCSA, and any money received by LCSA as a result of such gifts or contributions, shall be credited to a separate bank account to be established by LCSA. Money credited to this bank account shall only be used for the principal purpose of LCSA.

39 Winding up and revocation

39.1 If LCSA is endorsed by the Australian Taxation Office as a deductible gift recipient, and is subsequently wound up or its endorsement is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of LCSA,
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of LCSA, and
- (c) money received by LCSA because of such gifts or contributions.

40 Surplus property

40.1 In the event of LCSA being wound up or dissolved, any surplus assets remaining after the repayment of the fund's liabilities shall be transferred to another fund, association, authority or institution which has similar objects to LCSA and to which income tax deductible gifts can be made.

Part 6 – Miscellaneous

41 Insurance

41.1 LCSA may take out and maintain insurance as appropriate for its assets and liabilities.

42 Non-profit status

- 42.1 Subject to the Act and the Regulation, LCSA must not conduct its affairs in a way that provides a pecuniary gain for a member of the association.

43 Funds – source

- 43.1 Subject to clause 39, all money received by LCSA must be deposited as soon as practicable and without deduction to the credit of LCSA's bank or other authorised deposit-taking institution account.

- 43.2 LCSA must, as soon as practicable after receiving any money, issue an appropriate receipt.

44 Funds – management

- 44.1 Subject to clause 39 and to any resolution passed by LCSA in a general meeting, the funds of LCSA are to be used in pursuance of the objects of LCSA in such manner as the Board determines.

- 44.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of LCSA, being members or employees authorised to do so by the Board.

45 Change of name, objects and constitution

- 45.1 An application for registration of a change in LCSA's name, objects or constitution is to be made by the Public Officer or a Board member in accordance with section 10 of the Act.

46 Custody of books etc.

- 46.1 Except as otherwise provided by this constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to LCSA.

47 Inspection of books etc.

- 47.1 The following documents must be open to inspection, free of charge, by a delegate of a member of LCSA at any reasonable hour:

- (a) records, books and other financial documents of LCSA,

- (b) this constitution, and
- (c) minutes of all Board meetings and general meetings of LCSA.

47.2 A member may inspect a document referred to in subclause (1):

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

47.3 A delegate of a member of LCSA may obtain a copy of any of the documents referred to in subclause 47.1 on payment of a fee of not more than \$1 for each page copied.

47.4 The Board 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 Board considers it would be prejudicial to the interests of the association for the member to do so.

48 Service of notices

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

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

48.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by email, on the date it was sent or, if the device from which the email was sent, produces a report indicating that the notice was sent on a later date, on that date.

49 Financial year

49.1 The financial year of LCSA is:

- (a) the period of time commencing on the date of incorporation of LCSA and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of LCSA, commencing on 1 July and ending on the following 30 June.