

POWERtalk Australia Incorporated

(Incorporated in New South Wales)

ARBN 055 071 344



CONSTITUTION

Effective 1 August 2018

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CONSTITUTION

1 NAME

1.1 Name

The name of this non-profit association is POWERtalk Australia Incorporated, incorporated under the Associations Incorporation Act 2009 (New South Wales) (hereinafter referred to as the Association).

1.2 Brand Name

The Association may be marketed under the trademarked brand names POWERtalk International or POWERtalk Australia.

1.3 Definitions

In this constitution:

1.3.1 The Board means the Board of Directors of the Association.

1.3.2 The *Act* means the *Associations Incorporation Act 2009 (of New South Wales)*.

1.3.3 The *Regulation* means the *Associations Incorporation Regulation 2016*

2 OBJECTS

The objects of the Association are to promote quality training in communication and leadership skills and to oversee its member clubs and (where operating) councils.

3 NOT-FOR-PROFIT

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4 MEMBERSHIP

4.1 Composition and Class of Member

The Association shall be composed of:

- a) Clubs and (where operating) councils within all states and territories of Australia and members-at-large, upon payment of Association dues.
- b) Honorary members.

4.2 Member Club

A member club, with full rights and privileges, is a club which pays per capita dues, fees and assessments for all its members, as set forth in the standing rules.

4.3 Member

A member is a person who pays dues to all required levels and is an active member of a member club within the Association.

4.4 Member-at-large

4.4.1 A member-at-large is a person who has been granted this status by the Board and has joined the Association by paying applicable dues, fees and levies of the Association.

4.4.2 A member-at-large has all the rights and privileges of an active member except that they shall not be entitled to vote at an annual general meeting unless acting as a delegate for a member club, nor enter any speech contest.

4.5 Honorary Member

The Board may, by a two-thirds ($\frac{2}{3}$) vote, confer honorary membership of the Association, for a specified period of time, upon any worthy individual who is not a member of a club within the Association.

4.6 Disciplining of Members

If the action of a club or of a member places the name or reputation of the Association in jeopardy or causes such disharmony within the Association as to be contrary to the best interests of the Association, these actions shall be referred to the Board for resolution. If it is determined by a two-thirds ($\frac{2}{3}$) vote of the Board that suspension, expulsion or removal from office is the best course of action, then the decision of the Board shall be carried out by the level that referred the recommendation of suspension, expulsion or removal from office.

4.7 Right of Appeal of Disciplined Member

A member may appeal to the Association in general meeting against a resolution under Clause 4.6, within seven (7) days after notice of the resolution is served on the member, by lodging with the Association secretary a notice to that effect and the appeal is to be heard in accordance with the *Act*.

4.8 Internal Disputes

4.8.1 Disputes between members (in their capacity as members), or disputes between a member or members and the Association, are to be referred to an approved community mediation centre for mediation.

4.8.2 If a dispute is not resolved by mediation within three (3) months of the referral, the dispute is to be referred to arbitration.

5 REVENUE

5.1 Self-sustaining

The Association shall be self-sustaining.

5.2 Dues

The dues and fees of the Association shall be as set forth in the standing rules.

5.3 Funds

5.3.1 The funds of the Association shall be derived from dues and fees from the members and such other sources as determined by the Board.

5.3.2 Subject to the *Act* and the *Regulation*, funds and assets of this non-profit association are to be used solely in pursuance of the objects of the Association.

5.4 Fiscal Year

The fiscal year shall be from 1st April to 31st March.

5.5 Expenses

Expenses for officers and committees shall be as set forth in the standing rules and as provided in the budget.

5.6 Members' Liabilities

The liability of a member of the Association 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 is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 5.2.

6 CREATION, REALIGNMENT, DISSOLUTION AND WINDING UP

6.1 Clubs and Councils

The Board shall coordinate the creation, merger, realignment and dissolution of clubs and councils within the Association with the members involved. The Board shall be the final approval authority for such actions.

6.2 Assets

Assets on hand after audit of clubs and councils affected by realignment or dissolution shall be prorated among those clubs and councils, or as directed by the Board.

6.3 Dissolution

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation or

association with similar purposes which is not carried on for the profit or gain of its individual members.

7 ELECTED OFFICERS

7.1 Officers

- 7.1.1 The officers of the Association shall be a president, president-elect, secretary and treasurer.
- 7.1.2 Officers shall maintain active club membership or member-at-large status during their term of office.
- 7.1.3 An officer is eligible to hold elected office at club or council during their term of office.

7.2 Duties of Officers

The duties of each officer shall be as determined by the Board and as set forth in the Job Specifications.

8 NOMINATIONS AND ELECTIONS

8.1 Nominations

- 8.1.1 The chairman of the nominations committee shall request nominations for office.
- 8.1.2 The nominating slate, together with an absentee ballot, if there is more than one nominee for any office, shall be submitted to the member clubs and clubs entering the Association at the beginning of the next 1st August term, not less than thirty (30) days prior to the date of the election.

8.2 Requirements

- 8.2.1 All nominees shall:
 - a) Be an active member of a club within the Association, or of a club entering the Association at the next 1st August, or a member-at-large of the Association.
 - b) Have been an active member for at least three (3) years.
 - c) Have held elected office at club.
 - d) Be nominated by the club of which they are a member, or in the case of a member-at-large, be nominated by a club within the Association.
- 8.2.2 Nominees for the office of president-elect shall have served at least one (1) term on the Board.
- 8.2.3 In the event that the president-elect does not assume the presidency, a nominee for the position of President shall have served at least two (2) terms on the Board.

8.3 Election of Officers

- 8.3.1 Election of officers shall be held at the annual general meeting at the Association conference, or by postal ballot in the event that no conference is held.
- 8.3.2 The election shall be conducted as follows:
 - a) For any position with only one nomination, the person nominated shall be taken to be elected.
 - b) If more than one nomination is received for any position, election shall be by preferential ballot.
 - c) Nominations may be made from the floor by delegates to fill any remaining positions, provided the nominees meet the requirements for the office and have given written consent to serve if elected.
 - d) If insufficient further nominations are received, any vacant positions remaining shall be taken to be casual vacancies.

8.4 Term

- 8.4.1 Officers shall take office on 1st August following their election and shall serve for a term of one (1) year and may be nominated and elected to a second term of office.
- 8.4.2 Officers shall serve as provided in Clause 8.4.1 or until a successor takes office, or removed by resignation, death or by adoption of motion by member clubs with notice and a two-thirds ($\frac{2}{3}$) vote.
- 8.4.3 Any officer filling an unexpired term is eligible for re-election.

8.5 Vacancies

- 8.5.1 A vacancy in the office of president shall be filled by the president-elect and a president-elect shall then be elected by a two-thirds ($\frac{2}{3}$) vote of the Board, without the automatic right of succession to the presidency; and
- 8.5.2 At the following annual general meeting, a president shall be elected.
- 8.5.3 Other casual vacancies shall be filled by a two-thirds ($\frac{2}{3}$) vote of the Board.

9 APPOINTED OFFICERS

9.1 Appointed Officers

The appointed officers of the Association shall be a public officer, and such other appointments as determined by the Board.

9.2 Duties of Appointed Officers

9.2.1 The public officer shall:

- a) Be over the age of 18 years and a resident of New South Wales.
- b) Take all actions as required by the *Act*.
- c) Keep and maintain a register of members and committee members (whether in written or electronic form), specifying the name and residential address of each member and the date on which the person became a member.
- d) Keep the register at the place of residence of the public officer and make the register open for inspection by any member of the Association.
- e) Be custodian of all permanent records, books and other financial documents relating to the Association, which shall be open to inspection by any member of the Association.

10 MEETINGS AND VOTING

10.1 Conference and Annual General Meeting

- 10.1.1 Clubs of the Association may hold an annual or biennial conference, at such time and place as determined by the Board.
- 10.1.2 In the event that no conference is held, the annual general meeting shall be conducted at such time and place as determined by the Board or may be by postal or electronic vote or cyber meeting.

10.2 Purpose

The purpose of the conference shall be to conduct the business of the Association as outlined in Job Specifications and to hold the Association speech contest.

10.3 Training Session

The Association shall be responsible for conducting an annual training session, to be held at such time and place as determined by the Board.

10.4 General Meetings

General meetings of the Association may be held at the discretion of the Board, with written notice specifying the intention to propose one or more resolutions as special resolutions given in accordance with the *Act* and no business other than that specified in the notice convening the meeting is to be transacted at the meeting, except in the case of an annual general meeting.

10.5 Notices of Meetings

Written notice of meetings shall be sent to clubs and members-at-large within the Association at least thirty (30) days prior to the annual general meeting, and at least twenty-one (21) days prior to a general meeting.

10.6 Special Resolutions

A resolution is a special resolution under the *Act* if it is passed at a general meeting, held in accordance with the *Section 39* of the *Act* or by cyber meeting, by a majority which comprises at least three-quarters ($\frac{3}{4}$) of the votes cast.

10.7 Quorum

The quorum of the general meeting or annual general meeting shall consist of a majority of the member clubs, registered and present at the opening of the meeting. When business is

conducted by mail or by electronic means, the quorum shall consist of two-thirds ($\frac{2}{3}$) of the member clubs.

10.8 Voting

- 10.8.1 Each member club shall be entitled to one (1) accredited delegate carrying one (1) vote.
- 10.8.2 Clubs may authorise an alternate to serve in the absence of the delegate.
- 10.8.3 When any club is unable to be represented by one of its own active members, that club may authorise any active member or member-at-large within the Association to act as its accredited delegate.
- 10.8.4 No member shall act as a delegate for more than one club.
- 10.8.5 Association officers shall be without vote except when acting as a delegate for a member club.
- 10.8.6 Each club entering the Association at the beginning of the next 1st August term may be represented by a delegate or submit an absentee ballot for election of officers.
- 10.8.7 Each club leaving the Association at the beginning of the next 1st August term shall not vote at the annual general meeting of the Association held immediately prior to the effective date of the realignment.
- 10.8.8 Only delegates shall be entitled to make motions, nominate from the floor or vote, but any member may speak.
- 10.8.9 A member-at-large is not eligible to vote unless acting as a delegate for a member club.
- 10.8.10 A question arising at any general meeting shall be determined on a show of hands or by a poll.
- 10.8.11 A postal ballot or electronic ballot (as the Board determines) may be held to determine any issue or proposal, other than an appeal of a disciplined member, and is to be conducted in accordance with Schedule 3 to the *Regulation*.

11 BOARD OF DIRECTORS

11.1 Composition

The Board shall be composed of the elected Association officers.

11.2 Meetings

- 11.2.1 Meetings of the Board shall be held at the call of the president.
- 11.2.2 Two or more members of the Board may call a meeting should the president fail to do so.
- 11.2.3 A meeting may be held at two (2) or more venues using any technology approved the Board that gives each of the Board members a reasonable opportunity to participate.
- 11.2.4 A board member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

11.3 Quorum

A majority of the Board shall constitute a quorum, either in-person, by mail or by electronic means.

11.4 Authority

The Board shall:

- 11.4.1 Conduct the affairs of the Association in accordance with the constitution and standing rules and adopted policies.
- 11.4.2 Oversee the member clubs and (where operating) councils.
- 11.4.3 Manage the finances of the Association, including drawing and signing cheques as set forth in the standing rules.
- 11.4.4 Coordinate electronic communications between the Association and clubs.
- 11.4.5 Provide for the safe custody of all records, books and other documents relating to the Association.
- 11.4.6 Negotiate the creation, merger and dissolution of councils at the option of the member clubs.
- 11.4.7 Grant club-at-large status to clubs geographically situated in an area that makes it difficult to maintain close contact with a council within the Association boundaries.

12 COMMITTEES AND THEIR DUTIES

12.1 Committees

The Board shall appoint committees as required and assign duties according to the needs of the Association.

13 CLUBS

13.1 Purpose

The purpose of member clubs of this Association shall be to cater to the needs of members and implement the objectives and policies of this Association.

13.2 Constitution and Standing Rules

Each club shall adopt and be governed by a constitution and standing rules that are not in conflict with any higher level.

14 COUNCILS (OPTIONAL)

14.1 Structure

Member clubs may form a council and may determine the administrative structure of the council.

14.2 Constitution and Standing Rules

Each council shall adopt and be governed by a constitution and standing rules that are not in conflict with a higher level.

15 ZENITH CLUBS

Youth groups to be known as Zenith Clubs may be authorised by the Board for study and practice in speech techniques and group leadership skills consistent with the policies of the Association. Clubs shall be assisted by Association member(s) or by a person(s) qualified to coordinate the program as set out in the manual for Zenith Clubs. Any dues shall be determined by the Board. On acceptance of an application, a certificate of affiliation shall be granted.

16 PARLIAMENTARY AUTHORITY

N.E. Renton "*Guide for Meetings*" and "*Guide for Voluntary Associations*" (Current Editions) shall apply to all questions of procedure and parliamentary law not specified in this constitution.

17 AMENDMENTS

17.1 Constitution

The Association shall adopt and be governed by its own constitution and standing rules which meet the requirements under the *Act*.

17.2 Amendments

17.2.1 This constitution may be amended only by a special resolution carried at any general meeting as provided in Clause 10.6.

17.2.2 Amendments may be submitted by member clubs, councils, committees and the Board and must be submitted through the rules committee.

17.2.3 All amendments must be presented in writing to member clubs at least twenty-one (21) days prior to voting.

17.2.4 All amendments shall become effective 1st August following the annual general meeting, unless otherwise specified.

17.3 Automatic Renumbering

17.3.1 In the event that a clause is inserted or deleted and renumbering is necessary, such renumbering shall occur automatically.

Effective 1 August 2018