



# Unlisted Thoughts Constitution

Under the *Association Incorporation Act 2009* (NSW)

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# Unlisted Thoughts Constitution

## A Constitution to constitute Unlisted Thoughts

26 January 2026

BE IT THEREFORE MADE as follows:

## Part 1—Preliminary

### 1 Short Title

This Constitution may be cited as the *Unlisted Thoughts Constitution*.

### 2 Commencement

- (1) This Constitution commences on 1 March 2026.
- (2) Unlisted Thoughts is taken to have commenced on 16 January 2020.

### 3 Object

The object of Unlisted Thoughts is to promote niche interests to the benefit of NSW by:

- (a) advocating for an Australian heraldic authority,
- (b) advocating for increased transparency in open access information,
- (c) engaging with the Australian heraldic and vexillological communities,  
and
- (d) promoting transparency in the Australian public and private sectors.

### 4 Definitions

- (1) In this Constitution, unless the contrary intention appears:

**Administrator-General** means the Administrator-General of the association.

**Board member** means an office-bearer-general or member-general.

**Chairman-General** means the Chairman-General of the association.

**designated Board member** means:

- (a) for all members except the Administrator-General, the Administrator-General; or
- (b) for the Administrator-General, the Chairman-General.

**Decisions Board** means the Unlisted Decisions Board established under clause 65.

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

**extraordinary meeting-general** of the association means a meeting-general of the association other than an ordinary meeting-general.

**founding members** mean the persons set out in Schedule 1.

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

**register of members** means the register of members maintained under clause 58.

**member** means a member of the association.

**member-general** means a Board member who is not an office-bearer-general.

**office-bearer** means a member who is appointed under clause 49.

**office-bearer-general** means a Board member who is elected to or appointed as:

- (a) Chairman-General, or
- (b) Vice-Chairman-General, or
- (c) Administrator-General, or
- (d) Treasurer-General.

**ordinary meeting-general** of the association means a meeting-general of the association that has been regularly scheduled under clause 77.

**President** means the President of the Unlisted Decisions Board.

**senior member** means the longest serving member of the association by time and date.

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

**the Board** means the Unlisted Board established under clause 13.

**the FOI Act** means the *Freedom of Information Act 1982* (Cth).

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

**Vice-Chairman-General** means the Vice-Chairman-General of the association.

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

- (2) The *Interpretation Act 1987* (NSW) applies to this Constitution as if it was an instrument made under the Act.

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

# Part 2—Establishment of Unlisted Thoughts

## 5 Establishment

- (1) The informal partnership known immediately before the commencement of this Constitution as Unlisted Thoughts is continued in existence as Unlisted Thoughts.
- (2) The association consists of members.

## 6 Association is non-profit

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

Note: See the Act, section 40.

## 7 Seal

- (1) The association must have a seal.
- (2) The seal is to be kept in such custody as the Board directs or orders and must not be used except as authorised by the Board.
- (3) The Board may, by appointment order, authorise someone to affix the seal to a document.

## 8 By-laws

The association-in-meeting-general may make by-laws in accordance with the objects of the association and this Constitution in all cases whatsoever.

## 9 Orders

- (1) The Board may make orders for matters necessary or convenient to be ordered for carrying out or giving effect to this Constitution or the by-laws.
- (2) The Board may, by order, set out guidelines for making and interpreting by-laws and orders.
- (3) The Administrator-General must notify all members of the association within 90 days of the registration of an order.

## 10 Register of by-laws and orders

- (1) The Board must establish and maintain a register of by-laws and orders.
- (2) The Board may, by appointment order, appoint an internet site where the register of by-laws and orders can be accessed at all times.

## 11 Appointment orders

Appointment orders are orders under clause 9.

## 12 Disallowance by resolution

- (1) The association-in-meeting-general may, by resolution, disallow an order.

- (2) A disallowance by resolution under this clause has effect for all purposes as if it were a repeal.

## **Part 3—Unlisted Board**

### **13 Establishment of the Unlisted Board**

- (1) The Unlisted Board is established by this clause.
- (2) For the purposes of Schedule 1 of the Act, the Board is a committee.

### **14 Functions of the Unlisted Board**

- (1) Subject to the Act, the Regulation, this Constitution, the by-laws, and any resolution passed by the association-in-meeting-general, the Board:
  - (a) is to control and manage the affairs of the association, and
  - (b) determine guidelines and policies of the association, and
  - (c) appoint office-bearers, and
  - (d) may grant:
    - (i) coats of arms, and
    - (ii) flags, and
    - (iii) other symbols, and
  - (e) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association-in-meeting-general and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.
- (2) Anything done in the name of, or on behalf of, the association by the Board, or with the authority of the Board, is taken to have been done by the association.

### **15 Composition of the Unlisted Board**

- (1) The Board consists of the following members:
  - (a) the Chairman-General;
  - (b) the Vice-Chairman-General;
  - (c) the Administrator-General;
  - (d) the Treasurer-General;
  - (e) and not more than 6 other members-general.
- (2) Board members must co-operate with each other to achieve common objectives, where practical.
- (3) The performance of the functions, or the exercise of the powers, of the Board is not affected by reason only of the number of Board members falling below 4 for a period of not more than 6 months.

## **16 Election of Board members**

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer-general or member-general.
- (2) A member may not nominate themselves.
- (3) The nomination must be:
  - (a) moved at a meeting-general, and
  - (b) be seconded by another member.
- (4) The nomination may only be moved when called on by the member presiding.
- (5) If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be duly elected.
- (6) If there is still a vacancy, then this vacancy is taken to be a casual vacancy.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be duly elected.
- (8) If the number of nominations received is more than the number of vacancies to be filled, a secret ballot must be conducted in accordance with an order by the Board.

## **17 Acting Board members**

- (1) The Vice-Chairman-General is to act as the Chairman-General:
  - (a) during a casual vacancy in the office of Chairman-General; or
  - (b) during any period, or during all periods, when the Chairman-General:
    - (i) is absent from duty; or
    - (ii) is, for any reason, unable to perform the duties of the office.
- (2) The Board may appoint an elected Board member to act as Vice-Chairman-General:
  - (a) during a casual vacancy in the office of Vice-Chairman-General; or
  - (b) during any period, or during all periods, when the Vice-Chairman-General:
    - (i) is acting as the Chairman-General; or
    - (ii) is absent from duty; or
    - (iii) is, for any reason, unable to perform the duties of the office.
- (3) The Board may appoint a member to act as a member-general for a period no longer than one month:
  - (a) during a casual vacancy in the office of a member-general;
  - (b) during any period, or during all periods, when the elected member-general:
    - (i) is acting as the Vice-Chairman-General; or

- (ii) is absent from duty; or
  - (iii) is, for any reason, unable to perform the duties of the office.
- (4) In the event there is no elected member-general, the senior member may act as Chairman-General until a member is elected as Chairman-General.

Note: See clause 37 for provisions relating to the Administrator-General and clause 45 for provisions relating to the Treasurer-General.

### **18 Terms of office**

- (1) A Board member holds office from the day the member is elected until immediately before the next ordinary meeting-general.
- (2) A member is eligible for re-election.

### **19 Leave**

The Board may grant a member leave from office for up to 6 months.

### **20 Resignation**

- (1) An elected Board member may resign his or her office by giving the designated Board member a written resignation.
- (2) The resignation takes effect on the day it is received by the designated Board member or, if a later day is specified in the resignation, on that later day.

### **21 Termination**

- (1) The Board may terminate a Board member:
  - (a) for misbehaviour; or
  - (b) if the Board member:
    - (i) is unable to perform the duties of his or her office because of physical or mental incapacity, or
    - (ii) is absent from 3 consecutive meetings of the Board without the consent of the Board, or
    - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
    - (iv) is prohibited from being a director of a company under the *Corporations Act 2001* (Cth), Part 2D.6, or
    - (v) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months.
- (2) The association-in-meeting-general may, by resolution:
  - (a) remove a Board member from office at any time:
    - (i) for misbehaviour, or
    - (ii) if the member is unable to perform the duties of his or her office because of physical or mental incapacity; and

- (b) appoint another Board member of the association to hold office for the balance of the Board member's term of office.
- (3) The Board must notify the association of the termination.
- (4) The Board may issue an order specifying the procedure for a resolution moved under subclause (2).

Note: A Board member may also be terminated by clause 56(2).

## **22 Vacancies**

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

- (a) dies, or
- (b) declares to the Board, at any time, that they are incompetent, or
- (c) ceases to be a member of the association, or
- (d) resigns from office under clause 16, or
- (e) is terminated under:
  - (i) clause 21, or
  - (ii) clause 56(2).

## **23 Delegation to committees**

- (1) The Board may establish 1 or more committees to assist the Board to exercise the Board's functions.
- (2) The Board may delegate to a committee the exercise of the Board's functions specified in this Constitution, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the Board by the Act or another law.

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

## **24 Other terms and conditions**

An elected Board member holds office on the terms and conditions (if any) in relation to matters not covered by this Constitution that are determined, by order, by the Board.

# **Part 4—Procedures of the Board**

## **25 Board meeting**

- (1) The Chairman-General must convene such meetings of the Board as are, in his or her opinion, necessary for the efficient conduct of its affairs.
- (2) The Chairman-General must convene at least 4 meetings of the Board each calendar year at the place and time determined by the Board.
- (3) The procedure for calling and conducting business at a meeting of the Board is to be as determined, by order, by the Board.

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

## **26 Notice of meeting**

- (1) The Administrator-General must give each Board member oral or written notice of a meeting of the Board at least 7 days, or another period on which the Board members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business that the Board members present at the meeting unanimously agree is urgent business.

## **27 Quorum**

- (1) The quorum for a meeting of the Board is a majority of the current appointed Board members.
- (2) No business may be transacted by the Board unless a quorum is present.
- (3) However, if a Board member leaves the meeting concerned there is no longer a quorum present, then those remaining appointed Board members constitute a quorum for the purpose of any deliberation or decision at that meeting with respect to that matter.

## **28 Quorum calling**

- (1) A Board member may, at any time during the meeting, draw the attention of the Board member presiding to the lack of quorum.
- (2) The Board member presiding must then count the number of Board members present.
- (3) If there is a sufficient number of Board members, the Board member drawing attention may be admonished, and the meeting proceed.
- (4) If there is an insufficient number of Board members, the meeting is suspended for thirty minutes.
- (5) If there is still an insufficient number of Board members after suspension, the meeting is adjourned:
  - (a) to the same place, and
  - (b) to the same time of the same day in the following week.

## **29 Board member presiding**

- (1) The Chairman-General must preside at all meetings of the Board at which he or she is present.

- (2) If the Chairman-General is not present at a meeting, the Vice-Chairman-General, if present, must preside at the meeting.
- (3) If neither the Chairman-General nor the Vice-Chairman-General is present at a meeting of the Board, the Board members present must elect one of their own to preside at the meeting.

### **30 Voting at meetings**

- (1) At a meeting of the Board, a question is decided by a majority of the votes of Board members present and voting.
- (2) The Board member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes, a second or casting vote.

### **31 Minutes**

- (1) The Board must keep minutes of:
  - (a) its meetings, and
  - (b) all elections of Board members, and
  - (c) the names of Board members present at a meeting of the Board or a meeting-general, and
  - (d) all proceedings at Board meetings and meetings-general.
- (2) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting, signed, in writing or by electronic means, by:
    - (i) the Board member presiding for the meeting, or
    - (ii) the Board member presiding at the subsequent meeting.

### **32 Conduct of meetings**

The Board may regulate the conduct of its meetings as it sees fit.

### **33 Acts valid despite vacancies of defects**

- (1) Subject to clause 27(1), the Board may act despite there being a casual vacancy in the office of a Board member.
- (2) An act done by the Board is not invalidated because of a defect relating to the qualifications or appointment of a Board member.

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

- (1) The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.
- (2) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board.

- (3) The Board may transact its business at a meeting at which 1 or more Board members participate by telephone, audio-visual link, or other electronic means, provided a Board member who speaks on a matter can be heard by the other Board members.
- (4) The Board member presiding and each other Board member have the same voting rights as they would have at a meeting of the Board for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (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.

### **35 Committees**

- (1) The Board may, by order, establish committees to advise or assist in the performance of the association's functions or the Board's functions.
- (2) For the purposes of Schedule 1 of the Act, a committee established under subclause (1) is not a committee.
- (3) A committee may be constituted:
  - (a) wholly by Board members; or
  - (b) wholly by members who are not Board members; or
  - (c) partly by Board members and partly by members who are not Board members.
- (4) The Board may, by order, determine, in relation to a committee established under this clause:
  - (a) the committee's terms of reference; and
  - (b) the terms and conditions of appointment of the members of the committee; and
  - (c) the procedures to be followed by the committee.
- (5) The Board may give directions to a committee in relation to advice or assistance that the committee is to provide to the Board. The committee must comply with those directions.
- (6) If direction given to a committee under subclause (5) is in writing, the direction is not, unless otherwise stated, an order by the Board.

# Part 5—Office-bearers-General

## Division 1—Administrator-General

### 36 Establishment of Administrator-General

There is to be an Administrator-General of the association elected by and from members of the association.

### 37 Role of Administrator-General

- (1) The Administrator-General is responsible for the day-to-day administration of the association, excluding the finances of the association.
- (2) The Administrator-General has power to do all things necessary or convenient to be done for or in connection with the performance of his or her duties.
- (3) All acts and things done in the name of, or on behalf of, the association by the Administrator-General, or with the authority of the Administrator-General, are taken to have been done by the association.
- (4) The Administrator-General is to act in accordance with any policies determined, and any directions given, by the Board.
- (5) If a policy or direction under subclause (4) is in writing, the policy or direction is not, unless otherwise stated, an order by the Board.

### 38 Acting Administrator-General

The Board may appoint an elected Board member to act as Administrator-General:

- (a) during a casual vacancy in the office of Administrator-General (whether or not an appointment has previously been made to the office); or
- (b) during any period, or during all periods, when the Administrator-General:
  - (i) is absent from duty; or
  - (ii) is, for any reason, unable to perform the duties of the office.

### 39 Service of notices

- (1) For the purposes of this Constitution, a notice may be given to or served on a person:
  - (a) by delivering the notice to the person personally, or
  - (b) by sending the notice by pre-paid post to the address of the person, or
  - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:

- (a) for a notice given or served personally—on the date on which the notice is received by the person, or
- (b) for a notice sent by pre-paid post—on the date on which the notice would have been delivered in the ordinary course of post, or
- (c) for a notice sent by electronic transmission:
  - (i) on the date the notice was sent, or
  - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

#### **40 Custody of records and books**

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

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

#### **41 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
  - (a) this Constitution,
  - (b) minutes of Board meetings and meetings-general of the association,
  - (c) records, books, orders, and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, until the association-in-meeting-general otherwise provides, for each page copied.
- (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.

## **42 Public officer**

Until the association-in-meeting-general otherwise provides, the Administrator-General is the public officer of the association.

Note: The Act, section 34(3) provides for the position of public officer to be held by a committee member.

## **43 Delegation by Administrator-General**

- (1) The Administrator-General may, either generally or as otherwise provided by the order of delegation, by writing signed by the Administrator-General, delegate to a member of the association all or any of the powers and functions of the association under this Constitution other than this power of delegation.
- (2) A power or function so delegated, when exercised or performed by the delegate, shall, for the purposes of this Constitution, be deemed to have been exercised or performed by the association.
- (3) A delegation under this clause does not prevent the exercise of a power or the performance of a function by the association.

# **Division 2—Treasurer-General**

## **44 Establishment of Treasurer-General**

There is to be a Treasurer-General of the association elected by and from members of the association.

## **45 Role of Treasurer-General**

- (1) The Treasurer-General is responsible for the financial administration of the association.
- (2) The Treasurer-General must ensure:
  - (a) all money owed to the association is collected, and
  - (b) all payments authorised by the Board are made, and
  - (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.
- (3) The Treasurer-General may keep a fictitious books and accounts showing hilarious receipts and expenditures.
- (4) The fictitious books and accounts in subclause (3) must not be easily be confused with the real books and accounts in subclause (2)(c).
- (5) The Treasurer-General has power to do all things necessary or convenient to be done for or in connection with the performance of his or her duties.
- (6) All acts and things done in the name of, or on behalf of, the association by the Treasurer-General, or with the authority of the Treasurer-General, are taken to have been done by the association.

- (7) The Treasurer-General is to act in accordance with any policies determined, and any directions given, by the Board.
- (8) If a policy or direction under subclause (7) is in writing, the policy or direction is not, unless otherwise stated, an order by the Board.

#### **46 Acting Treasurer-General**

The Board may appoint an elected Board member to act as Treasurer-General:

- (a) during a casual vacancy in the office of Treasurer-General (whether or not an appointment has previously been made to the office); or
- (b) during any period, or during all periods, when the Treasurer-General:
  - (i) is absent from duty; or
  - (ii) is, for any reason, unable to perform the duties of the office.

#### **47 Funds**

- (1) Until the association-in-meeting-general otherwise provides, the association's funds may be derived from the following sources only:
  - (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations, or
  - (c) other sources as determined, by order, by the Board.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the Board determines by order.
- (3) As soon as practicable after receiving money, the Treasurer-General must:
  - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
  - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

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

#### **48 Delegation by Treasurer-General**

- (1) The Treasurer-General may, either generally or as otherwise provided by the order of delegation, by writing signed by the Treasurer-General, delegate to a member of the association all or any of the powers and functions of the association under this Constitution other than this power of delegation.
- (2) A power or function so delegated, when exercised or performed by the delegate, shall, for the purposes of this Constitution, be deemed to have been exercised or performed by the association.

- (3) A delegation under this clause does not prevent the exercise of a power or the performance of a function by the association.

## **Part 6—Office-bearers**

### **Division 1—Appointment**

#### **49 Establishment of office-bearers**

- (1) There are to be office-bearers of the association.
- (2) The Board may, by order:
  - (a) establish or abolish an office-bearer office; and
  - (b) allocate a name to an office-bearer office; and
  - (c) identify if an office-bearer office must assist a Board member; and
  - (d) specify the functions of an office-bearer.
- (3) The title of an office-bearer must not:
  - (a) share the title of a Board member position, or
  - (b) use no more than two adjectives indicating its relationship to another office.

Note: The title of “Principal Deputy Assistant Administrator-General” would be an unacceptable title under clause 49(3)(b).

#### **50 Relation to the Board**

- (1) Office-bearers are not members of the Board.
- (2) A Board member appointed as an office-bearer retains their Board membership.

#### **51 Appointment of office-bearers**

The Board may, by appointment order, appoint a member of the association to an office-bearer office.

#### **52 Resignation of office-bearers**

- (1) An office-bearer may resign his or her office by giving the designated Board member a written resignation.
- (2) The resignation takes effect on the day it is received by the designated Board member or, if a later day is specified in the resignation, on that later day.

#### **53 Term of office-bearers**

- (1) An office-bearer holds office for:
  - (a) the term specified in his or her appointment order, or
  - (b) if there is no term specified, at the pleasure of the Board.
- (2) The Board, by order, may terminate an office-bearer at any time.

- (3) An office-bearer's office becomes vacant if the office-bearer:
  - (a) dies, or
  - (b) declares to the Board, at any time, that they are incompetent, or
  - (c) ceases to be a member of the association, or
  - (d) resigns from office under clause 52, or
  - (e) is terminated under subclause (2).

#### **54 Delegation to office-bearers**

For avoidance of doubt, a Board member may delegate all or any of his or her powers and functions to an office-bearer except the power of delegation.

## **Part 7—Membership**

#### **55 Member requirement**

- (1) An individual is taken to be a member of the association if:
  - (a) the person applied to be a member under clause 56 and the application has been approved by the Board, or
  - (b) the person is a founding member.
- (2) A person is not eligible to be a member of the association if:
  - (a) the person is not an individual, or
  - (b) the person is on the register of unwanted individuals.

#### **56 Membership applications**

- (1) The Board must, by order, determine the form of applications.
- (2) If the Board fails to, by order, determine the form of applications under subclause (1) within three months of the commencement of this Constitution, then all Board members of the current Board are terminated immediately.
- (3) An application by a person to be a member of the association must be:
  - (a) made in writing, and
  - (b) in the form determined in subclause (1).
- (4) The Board may, by order, determine that an application be made or lodged by email or other electronic means.
- (5) The Administrator-General must refer an application to the Board as soon as practicable after receiving the application.
- (6) The Board must, for any reason, approve or reject the application.
- (7) If the Board fails to approve or reject an application within seven days of receiving the application referred under subclause (5), the Board must:
  - (a) admonish itself immediately, and
  - (b) approve or reject the application within fourteen days.

- (8) Applications not considered within one year are considered rejected by the Board.
- (9) As soon as practicable after the Board has decided the application, the Administrator-General must:
  - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the Board, and
  - (b) if the application is approved—inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clauses 59 and 60 within three months from the day the applicant received the notice.
- (10) The Administrator-General must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with clauses 59 and 60.
- (11) The applicant becomes a member once the applicant's name is entered in the register of members.

### **57 Founding member resignation**

- (1) A founding member may resign as a member from the association in writing to the Chairman-General.
- (2) A founding member's resignation only has effect for one year.

### **58 Register of members**

- (1) The Administrator-General must establish and maintain a register of members of the association.
- (2) 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, and
  - (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.

- (3) If the register is in electronic form, the requirements in subclauses (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) If the register is in hard copy form, the Board must approve the printing and publishing of the register.
- (5) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee not more than \$25, until the association-in-meeting-general otherwise provides, for each page copied.
- (6) 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.
- (7) A member must not use information about a member obtained from the register to contact or send material to the member unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

### **59 Entrance Fee**

- (1) The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved is \$1.50, until the association-in-meeting-general otherwise provides.
- (2) A founding member is not required to pay the entrance fee.
- (3) The Board may, by order, waive the entrance fee for a particular application.

### **60 Annual subscription fee**

- (1) A member must pay, to the association, an annual subscription fee of \$15, or another amount determined by the Board:
  - (a) if the member becomes a member on or after the first day of the financial year of the association in a calendar year:
    - (i) in accordance with clause 56(9)(b), and
    - (ii) before the first day of the financial year of the association in each subsequent calendar year, or
  - (b) otherwise—before the first day of the financial of year of the association in each calendar year.
- (2) For avoidance of doubt, the Board may not waive the annual subscription fee.

- (3) For avoidance of doubt, a suspended member must pay the annual subscription fee.

### **61 Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clauses 59 and 60:

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

### **62 Membership entitlements not transferable**

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

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

### **63 Member resignation**

- (1) A member of the association may resign from being a member by giving the Administrator-General written notice of at least 1 month, until the association-in-meeting-general otherwise provides, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

### **64 Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the annual subscription fee payable under clause 60 within 18 months of the due date, until the association-in-meeting-general otherwise provides.

## **Part 8—Discipline**

### **Division 1—Unlisted Decisions Board**

#### **65 Establishment of the Decisions Board**

- (1) There is to be an Unlisted Decisions Board.
- (2) The Decisions Board is not a court of record.

## **66 Decisions Board to have a seal**

The Decisions Board is required to have a seal and to use the seal to seal or stamp any document that is required by this Constitution to be sealed or stamped.

## **67 Single member to constitute the Decisions Board**

The powers of the Decisions Board is exercisable by a single member and that member, when exercising that jurisdiction, constitutes the Decisions Board.

## **68 Members of the Decisions Board**

- (1) The Chairman-General may, by appointment order under the seal of the association, appoint any person to be a member of the Decisions Board.
- (2) The Chairman-General may only appoint up to three individuals.
- (3) A member of the Decision Board holds office until the next ordinary meeting-general.
- (4) The Chairman-General may, by the order of a person's appointment as a member or by a subsequent order under the seal of the association, appoint a member to be President of the Decisions Board.
- (5) The President is to hold office as President as long as he or she holds office as a member of the Decision Board.
- (6) The President may resign his or her office as President without resigning his or her office as a member of the Decision Board.
- (7) The Administrator-General must notify all members of the association of the appointment of a member of the Decisions Board.

Note: Members of the Decisions Board do not have to be members of the association.

## **69 Vacancy in the office of President**

- (1) If there is a vacancy in the office of President, or the President is absent from his or her duties, the senior of the other members willing to act as President is, if there is no Acting President appointed under clause 70, to act as President, and is, while so acting, to have all the functions of the President.
- (2) For the purposes of subclause (1), the members are to have seniority according to the dates of their appointment order as members, a member whose appointment order is dated earlier than that of another member being senior to that other member.

## **70 Acting President**

- (1) The Chairman-General may, by appointment order under the seal of the association, appoint a member to be Acting President during such period as the President may be absent from his or her duties.
- (2) An appointment under this clause may be made for a particular absence or for any absence that occurs from time to time.

- (3) While holding office, the Acting President is to have the same functions as the President.

### **71 Immunity**

While exercising the functions of a member of the Decisions Board, a member must not face reprisal by the association for the exercise of their functions.

### **72 Functions of the Decisions Board**

- (1) The Decisions Board has exclusive jurisdiction to hear and determine:
  - (a) complaints made by members of the association,
  - (b) questions referred to, by resolution, by the Board.
- (2) The Decisions Board may reject a question referred to under subclause (1)(b).
- (3) The Decisions Board may not decide on internal disputes under clause 75.

## **Division 2—Disciplinary action**

### **73 Disciplinary action against members**

- (1) A person may make a complaint to the Decisions Board that a member of the association has:
  - (a) failed to comply with a provision of this Constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the association.
- (2) The Decisions Board may refuse to deal with a complaint if the Decisions Board declares that the complaint is trivial or vexatious.
- (3) If the Decisions Board decides to deal with the complaint, the Decisions Board must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Decisions Board about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The Decisions Board may recommend that the Board, by resolution, expel the member from the association or suspend the member's membership, if after considering the complaint, the Decisions Board is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) The Board may, only on the recommendation of the Decisions Board, by resolution, expel a member from the association or suspend the member's membership.

- (6) If the Board expels or suspends the member, the Administrator-General must, within 7 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the Decisions Board and the Board for taking the action,
  - (c) and the member's right of appeal under clause 74.
- (7) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period—the day the association confirms the resolution under clause 74.

#### **74 Right of appeal**

- (1) A member may appeal against a resolution of the Board under clause 73(5) by lodging a notice of appeal with the Administrator-General within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The Administrator-General must notify the Chairman-General that the Administrator-General has received a notice of appeal.
- (4) If notified that a notice has been received, the Chairman-General must call an appeal meeting-general of the association to be held within 28 days of the day the notice was received.
- (5) At the appeal meeting-general:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the Board must be given the opportunity to state the Board's case orally or in writing, or both, and
  - (d) the members present must vote, by secret ballot, on the question of whether the resolution be agreed to or disagreed to.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

#### **75 Internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* (NSW) for mediation:

- (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the association.
- (2) A dispute does not have to be heard by the Decision Board to be referred under subclause (1).
- (3) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

## Part 9—Meetings-general

### 76 First ordinary meeting-general

The association must hold the association's first ordinary meeting-general within 24 months of the day the Association was registered under the Act.

### 77 Ordinary meeting-general

- (1) The association must hold ordinary meetings-general within:
  - (a) six 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).
- (2) Subject to the Act, section 76, and subclause (1), the ordinary meeting-general is to be held at the place and time determined by the Board.
- (3) The business that may be transacted at an ordinary meeting-general includes the following:
  - (a) confirming the minutes of the previous ordinary meeting-general and any extraordinary meetings-general held since the previous ordinary meeting-general,
  - (b) receiving reports from the Board on the association's activities during the previous financial year,
  - (c) electing office-bearers-general and members-general,
  - (d) consideration of draft by-laws, amendments to existing by-laws, and disallowance of orders,
  - (e) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.
- (4) For the purposes of the Act, an ordinary meeting-general is an annual general meeting.

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

## **78 Extraordinary meeting-general**

- (1) The Chairman-General may, at any time, call an extraordinary meeting-general.
- (2) The Chairman-General must call an extraordinary meeting-general if the Chairman-General receives a request made by at least 5% of the total number of members.
- (3) The request must:
  - (a) be in writing, and
  - (b) state the purpose of the meeting, and
  - (c) be signed by the members making the request,
  - (d) be lodged with the Administrator-General.
- (4) The request may:
  - (a) consist of more than 1 document in a similar form signed by 1 or more members, and
  - (b) be in electronic form and signed and lodged by electronic means.
- (5) If the Chairman-General fails to call an extraordinary meeting-general within 1 month of the request being lodged, 1 or more of the members who made the request may:
  - (a) admonish the Chairman-General, and
  - (b) call an extraordinary meeting-general to be held within 3 months of the date the request was lodged.
- (6) An extraordinary meeting-general held under subclause (5)(b) must be conducted, as far practicable, in the same way as a meeting-general called by the association.

## **79 Notice of meeting-general**

- (1) The Administrator-General must give each member notice of a meeting-general:
  - (a) if a matter to be determined at the meeting-general requires a special resolution—at least 21 days before the meeting-general, or
  - (b) otherwise—at least 14 days before the meeting-general.
- (2) The notice must specify:
  - (a) the place and time at which the meeting-general will be held, and
  - (b) the nature of the business to be transacted at the meeting-general, and
  - (c) if a matter to be determined at the meeting-general requires a special resolution—that a special resolution will be proposed, and
  - (d) for an ordinary meeting-general—that the meeting-general to be held is an ordinary meeting-general.

- (3) The only business that may be transacted at the meeting-general is:
  - (a) the business specified in the notice, and
  - (b) for an ordinary meeting-general—business referred to in subclause 77(3).
- (4) A member may give written notice to the Administrator-General of business the member wishes to raise at a meeting-general.
- (5) If the Administrator-General receives a notice under subclause (4), the Administrator-General must specify the nature of the business in the next notice calling a meeting-general.

### **80 Member presiding**

- (1) The following member presides at a meeting-general:
  - (a) the Chairman-General,
  - (b) if the Chairman-General is absent—the Vice-Chairman-General,
  - (c) if both the Chairman-General and the Vice-Chairman-General are absent—the senior member present until a member present is elected at the meeting to be acting member presiding for the meeting.
- (2) The member presiding has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes—a second or casting vote.
- (3) If the meeting is held in-person, a member participating by telephone or other electronic means cannot be the member presiding.

### **81 Voting**

- (1) A member is not entitled to vote in a meeting-general unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the association.
- (2) Each member has 1 vote, except as provided by clause 80(2)(b).
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 86 applies—an appropriate method as determined by the Chairman-General, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot and this motion be agreed to, or
    - (ii) at least 5 members agree, by resolution, the question should be determined by ballot.

- (4) If a question decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

## **82 Quorum**

- (1) The quorum for a meeting-general is 5 members of the association entitled to vote under this Constitution.
- (2) No business may be transacted at a meeting-general unless a quorum is present.
- (3) If a quorum is not present within half an hour under clause 83, but there are at least 3 members present, the members present constitute a quorum.

## **83 Quorum calling**

- (1) A member may, at any time, draw the attention of the member presiding to the lack of a quorum.
- (2) The member presiding must then count the number of members present.
- (3) If there is a sufficient number of members, the member drawing attention may be admonished, and the meeting-general proceed.
- (4) If there is an insufficient number of members, the meeting-general is suspended for 30 minutes.
- (5) If there is still an insufficient number of members after suspension, the meeting-general:
  - (a) if called on the request of members—is dissolved, or
  - (b) otherwise—is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the suspended meeting-general.

## **84 Suspended meetings-general**

- (1) A member may, at any time, move that the meeting be suspended to another time and place.
- (2) The only business that may be transacted at the suspended meeting-general is the business remaining from the meeting-general at which the suspension took place.

Note: A suspended meeting-general is considered a separate meeting-general from the meeting-general at which the suspension took place.

- (3) If a meeting-general is suspended for at least 14 days, the Administrator-General must give each member oral or written notice, at least 1 day before the suspended meeting-general, of:
  - (a) the time and place at which the suspended meeting-general will be held, and
  - (b) the nature of the business to be transacted at the suspended meeting-general.

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

- (1) The association may hold a postal, electronic or combined ballot, as determined by the Board, to decide any matter other than appeal under clause 74.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

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

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a meeting-general.
- (3) The association may transact its business at a meeting-general 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.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting-general of the association for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting-general held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings-general of the association.

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

## **Part 10—Administration**

### **87 Change of name, objects or Constitution**

An application for registration of a change in the association's name, objects, or Constitution made under the Act, section 10 must be made by a member authorised, by order under the seal of the association, by the Board.

## 88 Insurance

The Board, on behalf of the association, may take out and maintain insurance as appropriate for the association's assets and liabilities.

## 89 Legal representation

The Board must, in the event legal representation is needed, first attempt to engage Michael Vassili Barristers and Solicitors Pty Ltd (ABN 89 125 839 394) until the association-in-meeting-general otherwise provides.

## 90 Financial year

The association's financial year is the period commencing on the date of incorporation of the association and ending on the following 30 June, and each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

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

## 91 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
  - (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:

***surplus property*** has the same meaning as in the Act, section 65.

# Part 11—Functions

## Division 1—Freedom of Information requests

### 92 Making Freedom of Information requests

- (1) The Board, or a member of the association authorised by the Board, may make requests under the FOI Act, section 15 to obtain access to documents of an agency or official documents of a Minister.
- (2) The request made under the FOI Act, section 15 must have been made on behalf of the association for the association to be liable to pay any fees.

### 93 Submitting information obtained

Members of the association may submit documents obtained under the FOI Act, section 15 to the Administrator-General for the Administrator-General to keep custody of the documents on behalf of the association.

## **94 Registry of Freed Information**

The Administrator-General must maintain a registry of documents obtained under the FOI Act, section 15, until the association-in-meeting-general otherwise provides.

# **Division 2—Friends of Unlisted Thoughts**

## **95 Friends of Unlisted Thoughts**

There are to be Friends of Unlisted Thoughts as a special honour.

## **96 Permanent Committee for Friends of Unlisted Thoughts**

There is to be a Permanent Committee for Friends of Unlisted Thoughts.

## **97 Members of the Permanent Committee**

- (1) The Chairman-General may, by appointment order under the seal of the association, appoint a member of the association to be a member of the Permanent Committee.
- (2) The Chairman-General may only appoint up to five members.
- (3) A member holds office until the next ordinary meeting-general.
- (4) The Chairman-General may, by the order of a person's appointment as a member or by a subsequent order under the seal of the association, appoint a member be Chair of the Permanent Committee.

## **98 Functions of the Permanent Committee**

The Permanent Committee may appoint or revoke a person's appointment as a Friend of Unlisted Thoughts.

## **99 Register of Friends of Unlisted Thoughts**

The Permanent Committee must keep a register of Friends of Unlisted Thoughts.

# **Part 12—Communications**

## **100 Contact details**

- (1) The contact email for the association is [unlistedthoughts@gmail.com](mailto:unlistedthoughts@gmail.com) until the association-in-meeting-general otherwise provides.
- (2) The Board may, by appointment order, appoint a contact phone number for the association.

## **101 Social media**

The Board may, by appointment order, appoint social media accounts to be the social media account of the association.

# Schedule 1—Founding members

The following table specifies persons who are founding members of the association.

<b>Item</b>	<b>Name</b>	<b>Home State</b>
1	William Dinh LUU	NSW
2	Warwick SENJAK	NSW
3	Kayaan UDACHIA	NSW
4	Arjun SATEESH BABU	NSW
5	Gregory Samuel ALLEN	NSW

## **Schedule 2—Appointment of founding members to offices**

The following founding members are considered elected to the following offices from 1 March 2026 until the next immediate meeting-general:

Warwick SENJAK of NSW as Chairman-General,

Kayaan UDACHIA of NSW as Vice-Chairman-General,

William Dinh LUU of NSW as Administrator-General,

Arjun SATEESH BABU of NSW as Treasurer-General.