



Constitution

Of

The Celebrants Network Inc (INC 9889362)

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PART 1: PRELIMINARY

1 The Association

The Celebrants Network Inc is registered in New South Wales, registration number INC 9889362

2 Purpose and Objectives of the Association

- (1) The Celebrants Network Inc is a democratic, respectful, Australia-wide not for profit Association founded on the principles of human and civil rights.
- (2) Our Purpose is to support our members, who are practising and prospective independent civil celebrants, to be recognised throughout Australia as leading providers of creative, inclusive, meaningful ceremonies that enhance and enrich the lives of individuals and the wider community.
- (3) The Objectives of The Celebrants Network are to:
 - (a) widely promote the role of professional civil celebrants and the benefits of ceremony to individuals and the wider community;
 - (b) support our members in their roles as professional civil celebrants; and
 - (c) engage with relevant organisations to further the development of celebrancy as a profession.

3 Definitions & References

- (1) In this Constitution:

association means The Celebrants Network Inc

committee means the National Committee of The Celebrants Network Inc

membership officer – means a member of the Committee with responsibility for membership management

ordinary committee member means a member of the Committee who is not an office-bearer of the Association.

secretary means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no person holds that office – the Public Officer of the Association.

special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (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.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

PART 2: MEMBERSHIP

4 Membership

A person is eligible to be a member of the Association if:

- (a) the person is a natural person, resident in Australia; and
- (b) the person agrees with the Purpose and Objectives of the Association as defined; and
- (c) the person has applied for, and been approved for membership of the Association as follows:

4.1 Celebrant Membership

- (1) Celebrant members are independent self-employed Civil Celebrants (*eg marriage, family, funeral or community celebrants*) who can provide supporting evidence that they:
 - (a) are or have been an authorised marriage celebrant of the Commonwealth of Australia; and/or
 - (b) have satisfactorily completed a course of study in celebrancy relevant to services offered (*marriage, funeral or general celebrancy*); and/or
 - (c) have equivalent level of expertise as approved by the Committee of The Celebrants Network Inc.
- (2) Celebrant Members will have voting rights at the AGM and Special General Meetings, and if so elected, at Committee meetings.

4.2 Student Celebrant Membership

- (1) Student Celebrants are accepted for Student Membership if they:
 - (a) are enrolled in a course of study in celebrancy; and
 - (b) can provide evidence of this as required by the Committee.
- (2) Student Celebrant Members do not have Directory Listings until they meet the requirements for, and upgrade to, Celebrant Membership;
- (3) Student members do not have voting rights at AGM and Special General Meetings and are not eligible to be elected to the Committee.

5 Application For Membership

A person wishing to become a Member must:

- (a) meet the requirements of the membership category being applied for;
- (b) complete the membership application form and its declarations as approved by the Committee; and
- (c) pay the membership fee set by the Committee.

6 Cessation Of Membership

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee within 6 weeks of the annual due date as notified by the Committee.

7 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) cannot be transferred or transmitted to another person; and

- (b) will terminate on cessation of the person's membership.

8 Resignation of Membership

A member of the Association may resign from membership of the Association by giving written notice to the Association's contact email address, the Membership Officer, or an Office Bearer and the resignation will take effect on the date received or a later date nominated by the member.

9 Register of Members

- (1) The membership officer must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name, postal, and email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) A copy of the register of members must be kept in New South Wales at the Association's official address.
- (3) If the register of members is kept in electronic form it must be convertible into hard copy.
- (4) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (5) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (6) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information will be withheld by the Association.
- (7) 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 the Association or other material relating to the Association approved by the Committee; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10 Membership Fees

- (1) Annual membership fees are determined by the Committee at least 2 months prior to the commencement of each membership year.
- (2) Membership will cease if annual membership fees are not paid within six weeks of the commencement of the membership year.
- (3) A person whose membership has ceased may apply to re-join in accordance with the requirements of an application for membership above.
- (4) The Committee may determine the fees to be paid by members joining after the commencement of the membership year.

11 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.

12 Resolution of Disputes

A dispute between a member and another member (in their capacity as members) of the Association that cannot be resolved by an internal process, or a dispute between a member or members and the Association,

are to be referred for mediation in accordance with the provisions of the *Community Justice Centres Act 1983*.

13 Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee must:
 - (a) cause notice of the complaint to be served on the member concerned, and
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken and of the reasons given by the Committee for having taken that action.
- (6) The expulsion or suspension will not take effect until a date at least 7 days from the date of the notice and during that time the member may lodge a written appeal against the expulsion or suspension.
- (7) An appeal against expulsion or suspension will be managed as a Resolution of Disputes.

PART 3: THE NATIONAL COMMITTEE

14 Powers of the Committee

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

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

15 Composition and Membership of Committee

- (1) The National Committee is to consist of at least 7 committee members each of whom is to be elected at the Annual General Meeting of the Association and hold office until the next annual general meeting.
- (2) The total number of committee members is to be a maximum of 11.
- (3) There is no maximum number of consecutive terms for which a Committee Member may hold office
- (4) The members of the elected Committee will elect the Office-Bearers of the Association following the Annual General Meeting as follows:

- (a) the Chairperson;
 - (b) the Vice-Chairperson;
 - (c) the Secretary; and
 - (d) the Treasurer.
- (5) A Committee Member may hold up to 2 office-bearer positions but may not hold the offices of Chairperson and Vice-Chairperson at the same time.
- (6) An Office Bearer may hold a particular office for a maximum period of four consecutive years unless there is no other committee member willing to take on that office and the Committee invites the Office Bearer to remain in office.
- (7) Members of the Association cannot be elected to the Committee if they:
- (a) own a registered training organisation offering courses for celebrants; or
 - (b) hold a position as a committee member of another celebrant association;
 - (c) have a financial or management role in a for-profit celebrant group.
- however they may serve on working parties or sub committees of this Association.

16 Election of Committee Members

- (1) Nominations of candidates for election of committee members will be called for at least one month prior to the annual general meeting. Nominations must be:
- (a) made in writing on the form provided and
 - (b) delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- (6) The National Committee will elect the office bearers as soon as practicable following the AGM and the Secretary will advise all members within 48 hours of that meeting.
- (7) The Committee may appoint a member of the Association to fill a casual vacancy and that member will hold office subject to this Constitution, until immediately before the election of committee members at the annual general meeting next following the date of the member's appointment.

17 Chairperson

- (1) The role of the Chairperson is to provide leadership and engage with the National Committee and members to ensure the ongoing advancement of the Association.
- (2) The Chairperson provides oversight, support and information to other committee members on matters related to the management of the Association and is the spokesperson for the Association.
- (3) The Chairperson chairs Committee meetings in accordance with the meeting procedures adopted by the Committee.

18 Vice Chairperson

The role of the vice-chairperson is to support the Chairperson in the smooth running of the Association and to act as Chairperson in the absence of the Chairperson.

19 Secretary

- (1) The role of the Secretary or nominated delegate is to ensure that the records of Association business including correspondence, agendas and the minutes of all Committee meetings, AGMs and Special General Meetings are accurately recorded and maintained as a permanent record.
- (2) The Secretary of the Association will, as soon as practicable after being appointed as Secretary, advise all members of the names and contact details of all members of Committee.
- (3) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee;
 - (b) the names of members of the Committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be approved by the Committee members who attended that meeting and will then be made available to all members via the website.

20 Treasurer

- (1) It is the duty of the treasurer of the Association to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- (2) The Association's financial year is from 1 July to 30 June.

21 Responsibility of All Committee Members

All Committee Members, including Office Bearers are responsible to ensure that this Constitution and the Association's policies and procedures are upheld and to:

- (a) monitor and participate on the Committee discussion forum and attend scheduled meetings;
- (b) provide advance notice for non-attendance where possible, noting that a committee member who fails to attend 3 consecutive meetings without giving notice may be terminated from their position on the Committee;
- (c) be a Member of a sub-committee or other task group as required;
- (d) assist other Committee Members in their duties as required.

22 Official Email Addresses and Records

The Office Bearers will all have access to an official email address for the receipt, transmission and storage of correspondence to and from The Celebrants Network Inc. Other committee members and members may be allocated official email addresses to facilitate communication.

23 Committee Meetings and Quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the chairperson or by any member of the Committee.
- (3) Oral, written or electronic notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to an agreed date and time.
- (7) If at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside; or
 - (b) if the chairperson and the vice-chairperson are absent, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
- (9) Matters requiring a decision may be brought before committee at any time using the Committee discussion forum. Such matters may be voted on using the discussion forum and the Motion and Voting outcome will be recorded in the minutes of the following committee meeting. There will be four days for consideration of such motions and a three day period in which to vote, thereby ensuring all members have the opportunity to vote.

24 Use of Technology at Committee Meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee 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.

25 Delegation by Committee to Sub-Committee

- (1) The Committee may form sub-committees of interested members to deal with special needs as and when they arise.
- (2) Sub-committee meetings may be held by electronic means and will be convened by a person appointed by the Committee.
- (3) the Committee must provide each sub-committee with a clear statement of the sub-committee's functions and limits of its powers. This statement will be developed in consultation with the Convenor of the sub-committee.
- (4) the Committee may, at any time, dissolve a sub-committee.
- (5) All sub-committees must:
 - (a) include at least one member of the National Committee;
 - (b) be responsible and accountable to the National Committee;
 - (c) submit a report on their activities for meetings of the National Committee; and
 - (d) not incur any debt nor make contracts without the prior approval of the National Committee.

26 Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Any member who has a potential, direct or pecuniary interest in any matter to be considered by the Committee shall disclose it as soon as possible and cease to be involved in the discussion and voting.
- (3) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee is entitled to one vote.
- (4) In the event of a tied vote the matter will remain unresolved at that meeting and may be placed on the agenda of future meetings by any member of that Committee or sub-committee.
- (5) The Committee may invite any person to address the Committee, but that person has no right to vote unless they are a member of the Committee.

PART 4: MEETINGS OF THE ASSOCIATION

27 Annual General Meetings

The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within any later time that may be allowed or prescribed under the Act.

28 Special General Meetings

- (1) The Constitution shall be rescinded or revised only by Special Resolution(s) passed at a Special General Meeting of the Association. A Special Resolution must be passed by 75% of members present.
- (2) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. These meetings may be held by electronic means with all members given access to all resolutions and able to interact during the period of the meeting.
- (3) The Committee must, on the request of at least 5% of the total number of members, convene a special general meeting of the Association.
- (4) A request by members for a Special General Meeting:
 - (a) must be in writing;
 - (b) must state the purpose or purposes of the meeting;
 - (c) must be signed by the members making the request;
 - (d) must be lodged with the Secretary or Chairperson, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the request.
 - (f) may be lodged by electronic means and signatures may be transmitted electronically.
- (5) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a request by members for the meeting is lodged with the Secretary, any one or more of the members who made the request may convene a Special General Meeting to be held not later than 3 months after that date.
- (6) A Special General Meeting convened by a member or members as referred to above must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Committee.

29 Notice and Voting for Annual General and Special General Meetings and Use of Technology

- (1) Not less than 21 days written notice must be given of an Annual General or Special General Meeting. The notice must specify the type of meeting, the place, date, time, how members can attend and the nature of the business proposed for the meeting.
- (2) For the purpose of this Constitution, a notice may be served on a member by electronic means to their email address in the Register of Members.
- (3) A notice is taken to have been served on the date on which it was sent electronically.
- (4) An Annual General or Special General Meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- (5) A member of the Association who participates in an Annual General or Special General Meeting using that technology is taken as being in attendance and may vote at the meeting.
- (6) Only financial Celebrant Members are entitled to vote at any meeting of the Association. Each member of the elected Committee will hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (7) Voting shall be by show of hands and/or use of technology that details how the Member wishes to vote on a motion.
- (8) A quorum of 11 members is required and a resolution is to be passed by a majority of those present. However, where the meeting is voting on a Special Resolution the resolution must be passed by at least 75% of those present.
- (9) The business of an Annual General Meeting must include the following in addition to any other business transacted:
 - (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 Committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect the Committee members;
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

30 Proxies

Proxy votes are not permitted at any meeting of the Association or its committees.

PART 5: MISCELLANEOUS

31 Insurance

The Association may effect and maintain insurance.

32 Funds – Source

- (1) The funds of the Association are to be derived from annual fees paid by members, donations, grants and, subject to any resolution passed by the Committee, any other sources that the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

33 Funds – Management

- (1) Subject to any resolution passed by the Committee, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.
- (2) The Committee will authorise the committee members who are to be signatories to the Association's approved financial institution accounts.
- (3) At least two people must authorise all financial transactions made by any legal means.

34 Association is Non-Profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain (as defined in the Act) for any of its members.

35 Distribution of Property on Winding Up of Association

- (1) Subject to the Act and the Regulations in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objectives for the benefit of celebrants and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses incurred in the winding up of the Association.

Note. The Act provides for distribution of surplus property on the winding up of an Association.

36 Change of Name, Objectives and Constitution

An application for registration of a change in the Association's name, Objectives or Constitution in accordance with the Act is to be made by the Public Officer or a Committee member.

37 Custody of Records

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales in the custody of the public officer.

38 Inspection of Books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association;
 - (b) this Constitution; and
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) The Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

39 Service of Notices

- (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;

- (b) by sending it by postal or courier service to the address of the person; or
 - (c) by electronic means to the address advised by that person.
- (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 post or courier, on the date when it would have been delivered in the ordinary course of that service, and
 - (c) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent.