

**KENEWA**

KENYANS IN NEW ENGLAND WELFARE ASSOCIATION

CONSTITUTION

Kenyan in New England Welfare Association Incorporated (KENEWA)

Incorporated in New South Wales under the *Associations Incorporation Act 2009* (NSW)

Registration number INC2601004 · ABN 17 238 522 745

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PREAMBLE

We acknowledge the Traditional Custodians of the lands on which KENEWA's members live and gather across Tamworth and the New England region, including the Gomeri (Kamilaroi) and Anaiwan peoples, and pay our respects to their Elders past and present. We recognise their continuing connection to land, water and culture.

In the spirit of harambee and umoja ni nguvu (unity is strength), the members of the Association adopt this Constitution to support one another, keep Kenyan culture alive, and contribute positively to life in regional New South Wales. This preamble states the Association's values; it does not create rights or duties.



PART 1 — PRELIMINARY

1. Name and registered address

1.1 The name of the association is **Kenyans in New England Welfare Association Incorporated**, also known as **KENEWA** (the "**Association**"). The Association was formed at a Founding Meeting held at 12 Porter Street, East Tamworth, and was incorporated by NSW Fair Trading on 29 July 2026.

1.2 The registered address of the Association is **6A Edinburg Avenue, West Tamworth NSW 2340**, or any other address the Committee notifies to NSW Fair Trading as the Act requires.

1.3 The Association must use its full name, or its name with "Inc" or "Incorporated", on all official documents, notices, receipts, websites and publications.

2. Definitions

In this Constitution, unless the context otherwise requires:

"**the Act**" means the *Associations Incorporation Act 2009* (NSW), and includes the *Associations Incorporation Regulation 2022* (NSW) and any other regulations made under it, as amended or replaced from time to time.

"**Annual General Meeting**" means the annual general meeting of the Association held under clause 28.

"**Ballot**" means a postal, electronic or combined ballot held under clause 32A.

"**Committee**" means the management committee of the Association described in Part 4.

"**Community Member**" means a member described in clause 8.2.

"**Confirmed**", in relation to a payment, means recorded by the Treasurer in the Register (including through the Membership Portal) as received in the Association's account or in cash.

"**Financial Member**" (also called a "**Welfare Member**") means a member described in clause 8.1.

"**Financial Year**" means the period of 12 months ending on **30 June** in each year.

"**General Meeting**" means a general meeting of members of the Association, including the Annual General Meeting and any Special General Meeting.

"**Member**" means a person or body admitted to membership of the Association under Part 3.

"**Membership Portal**" means the Association's secure online members area, reached through its website (kenewa.org), used to register members, record family details and payments, receive requests for support, hold Ballots and keep the Register and other records.

"**Ordinary Resolution**" means a resolution passed by more than half of the votes cast by members entitled to vote at a General Meeting or in a Ballot.

"**Registered Family**" means the members of a Financial Member's family recorded in the Register for Welfare Fund cover under clause 12.3.

"**Register**" means the register of members kept under clause 12.

"**Special Resolution**" means a resolution passed in accordance with the Act: by a majority of not less than three-quarters of the valid votes cast by members entitled to vote at a General Meeting of which not less than 21 days' notice, specifying the intention to propose the resolution as a special resolution, has been given; or by such a majority in a Ballot held in accordance with the Act.

"**the Public Officer**" means the public officer of the Association appointed under clause 39.

"**Welfare Fund**" means the fund described in clause 35.3.



"**Welfare Fund Policy**" means the policy of that name adopted by the Committee under clause 46.

Words in the singular include the plural and the reverse. Words of any gender include every other gender. A reference to a statute includes regulations made under it and any amending or replacing law. Headings are for convenience only.

PART 2 — PURPOSE, OBJECTS AND POWERS

3. Purpose

The main purpose of the Association is to stand as a united group for the welfare, representation and empowerment of Kenyans living in or connected with the New England region of New South Wales, in particular to:

- 3.1 promote unity among Kenyans living in the New England region;
- 3.2 provide welfare support to members and the wider community;
- 3.3 preserve Kenyan culture while supporting integration with Australian life;
- 3.4 assist new arrivals to settle; and
- 3.5 promote networking, education, community development, social support and mental health.

4. Mission and vision

Mission: To promote the welfare, unity and empowerment of Kenyans in the New England region through mutual support, community engagement, cultural preservation and collaboration.

Vision: A united, inclusive and thriving Kenyan community that supports one another and contributes positively to Australian society.

5. Objects

The objects of the Association are to:

- 5.1 be a not-for-profit, non-racial and non-political organisation that fosters friendship, unity and mutual support among Kenyans and their associates in the New England region;
- 5.2 promote the welfare, settlement and social inclusion of Kenyan and other African-background community members and families;
- 5.3 support members and their families in bereavement, serious illness and hardship through the Welfare Fund;
- 5.4 promote mental health awareness, wellbeing and stigma reduction, and build culturally appropriate pathways to professional health and support services;
- 5.5 provide peer support, mentoring, information, referral and advocacy services to community members;
- 5.6 assist Kenyans residing in the region who are in crisis, displaced or otherwise in need, without prejudice;
- 5.7 bring members together to celebrate Kenyan national days and other significant cultural occasions;
- 5.8 pass on knowledge of Kenyan cultural heritage, including language, to the children of members, in a way that keeps children safe;
- 5.9 foster intercultural understanding, social cohesion and connection between the Kenyan community and the broader New England community;



5.10 build the capacity, leadership, employment and business skills of community members, students and volunteers;

5.11 acquire and maintain property for the purpose of furthering the welfare of the community;

5.12 co-operate and liaise with humanitarian organisations, service providers and government bodies on issues affecting the community, and receive aid where appropriate; and

5.13 do all other lawful things that are incidental or conducive to the attainment of these objects.

6. Not-for-profit status

6.1 The Association is a not-for-profit organisation. Its income and property must be applied solely towards the promotion of its objects. No part of its income or property may be paid or transferred, directly or indirectly, to any member, except in good faith:

- (a) as reasonable payment for goods or services actually supplied to the Association, on terms no more favourable than would apply at arm's length;
- (b) as reimbursement of reasonable expenses properly incurred on behalf of the Association; or
- (c) as support from the Welfare Fund given under this Constitution and the Welfare Fund Policy, which is support for a person in need in pursuit of the Association's objects and not a distribution of profit.

6.2 Committee members are not paid for serving on the Committee. A payment to a Committee member under clause 6.1(a) must be approved by the Committee in advance, the Committee member must disclose their interest under clause 25.5, and the payment must be recorded in the minutes.

7. Powers

7.1 The Association has the powers given to an incorporated association by the Act, and all powers necessary or convenient to pursue its objects, including to acquire, hold and dispose of property; open and operate accounts with authorised deposit-taking institutions; raise and receive funds, donations, grants, sponsorships and bequests; engage contractors and volunteers and employ staff; enter into contracts and funding agreements; operate a website, Membership Portal and online services; borrow money on terms the Committee decides (subject to any restriction imposed by a General Meeting); affiliate with compatible bodies; and establish sub-committees and working groups.

7.2 Between General Meetings, the powers of the Association are vested in the Committee, which:

- (a) may create sub-committees or working groups and delegate to them under clause 27;
- (b) may invite any person to attend or address a meeting, without a vote unless this Constitution gives one;
- (c) may recommend to a General Meeting the removal of a Committee member under clause 33; and
- (d) manages the affairs of the Association, and may pass resolutions consistent with the objects of the Association, the Act and the interests of members.

PART 3 — MEMBERSHIP

8. Categories of membership

The Association has the following categories of membership.

8.1 Financial Member (Welfare Member) — a person or eligible body whose application has been approved by the Committee and whose joining fee, and any renewal fee then due, has been Confirmed. A Financial Member may vote at General Meetings and in Ballots, stand for election to the Committee, receive Welfare



Fund support for themselves and their Registered Family under clause 35.5, use the member services described in clause 8.5, and receive any member pricing for Association events.

8.2 Community Member — a person who is Kenyan or otherwise connected with and supportive of the Kenyan community in the New England region, and who registers free of charge and is approved by the Committee. A Community Member receives Association news and notices, may join the members' WhatsApp group once approved, may attend events on payment of any event fee, and may ask the Committee for advice and support. A Community Member may not vote, may not hold Committee office and is not entitled to Welfare Fund support except in an emergency under clause 35.5.

8.3 Life Member — a person on whom life membership has been conferred under clause 15. A Life Member has the same rights as a Financial Member and pays no membership fees.

8.4 Honorary Member — a person invited by the Committee, on the nomination of any member, in recognition of service to the Association or the community. An Honorary Member may attend and speak at General Meetings but may not vote or hold office, and pays no fees.

8.5 Member services. The Committee may provide services to members through the Membership Portal, such as a digital membership card, online voting, meeting apologies, proxies and nominations, members' documents, a members' WhatsApp group, chama savings circles, mentoring and a members' business directory. The Committee decides which services are available to each category of membership and may pause a service for a member whose membership has lapsed.

9. Eligibility

9.1 Membership is open to individuals and to groups, clubs, incorporated and unincorporated associations and other bodies whose objects are consistent with the objects of the Association and that support the Kenyan community in the New England region.

9.2 Any person aged 18 years or over who supports the objects of the Association may apply for Financial Membership. A person under 18 may apply for membership only with the written consent of a parent or guardian and on terms the Committee decides, and may not vote or hold office until they turn 18.

10. Application for membership

10.1 An application for membership must be made in the form the Committee directs. An application made through the Membership Portal by a person signed in to their own account, including the applicant's confirmation of their details and agreement to this Constitution, is treated as a written and signed application.

10.2 The Committee must consider each application within a reasonable time and may approve or reject it. The Committee may delegate the approval of applications that meet the eligibility requirements to any two Committee members, who must report the approvals at the next Committee meeting.

10.3 If an application is rejected, the Committee must tell the applicant in writing, give its reasons, and refund any joining fee paid. The applicant may ask the next General Meeting to review the decision.

10.4 A person becomes a Financial Member only when the application has been approved and the joining fee has been Confirmed. On approval, the Secretary must enter the member in the Register and give the member a member number.

10.5 A person may register as a Community Member through the Membership Portal without paying a fee, and may later apply to become a Financial Member by paying the joining fee.



11. Body corporate and group members

11.1 A member that is a body corporate, club, association or other group may appoint, by resolution of its governing body, a natural person (whether or not otherwise a member) to represent it at a particular General Meeting or at all General Meetings.

11.2 A copy of the appointment must be lodged with the Secretary. The representative is treated as a member for voting purposes until the appointment is revoked or, for a single-meeting appointment, until that meeting ends.

12. Register of members

12.1 The Secretary must keep a Register of members in accordance with the Act. The Register must record, for each member, the member's full name, residential, postal or email address, category of membership, the date on which they became a member, and the date on which they ceased to be a member.

12.2 The Register may also record the member's contact details, member number, payment and renewal history and membership status. It may be kept in the Membership Portal.

12.3 For each Financial Member, the Register records the Registered Family nominated for Welfare Fund cover, within the limits set by the Welfare Fund Policy (currently one spouse or partner, up to seven dependants and up to seven siblings, together with the member's parents or a guardian nominated in their place). The first list a Financial Member confirms is accepted on registration. Later additions, changes or removals take effect only when approved by the Committee.

12.4 The Register must be kept at the Association's main premises or in the Membership Portal, and must be made available for inspection by members as the Act requires. Information in the Register that is not required by the Act, such as family details, dates of birth, payment history and welfare records, is personal information and may be seen only by the member concerned and by Committee members who need it for their role. If the Register is kept electronically, it must be able to be printed as a current hard copy for inspection.

12.5 The Register and other member records must be kept secure in accordance with clause 45A. Access is limited to Committee members authorised by the Committee. A download or export of member information requires a request by one Committee member and approval by a second Committee member, and must be recorded.

12.6 When a person ceases to be a member, the Secretary must record the date in the Register. The person's other personal information must be removed or de-identified when it is no longer needed, subject to any period for which the law requires records to be kept.

12.7 If a member asks, information about them in the Register, other than their name, must not be made available for inspection by other members.

12.8 A member must not use information about another member obtained from the Register to contact or send material to that member, except to send a newsletter, a notice of a meeting or event of the Association, or other material relating to the Association, or as needed to comply with the Act.

13. Fees, renewals and levies

13.1 Any member or other person may make a donation to the Association at any time.

13.2 Membership fees are set by Ordinary Resolution at a General Meeting. Until changed:

- (a) the joining fee for a new Financial Member is **\$200**, made up of a registration fee of **\$30** and a Welfare Fund contribution of **\$170**;
- (b) the annual renewal fee for a Financial Member is **\$170**; and
- (c) Community, Life and Honorary membership is free.



13.3 Members must be offered a choice of payment methods, which may include PayID, bank transfer, cash paid to the Treasurer against a receipt, and card or digital wallet payments through a payment provider the Committee approves. A member who pays by a method other than through the Membership Portal must record the payment in the Membership Portal or give the details to the Treasurer.

13.4 Financial membership lasts for 12 months from the date the joining fee or the latest renewal fee is Confirmed. The Treasurer must send each Financial Member a renewal reminder, through the Membership Portal or by email, before the renewal date.

13.5 A Financial Member whose renewal fee has not been paid within three months after the renewal date:

(a) is not entitled to vote at a General Meeting or in a Ballot; and

(b) is not entitled to Welfare Fund support or the member services of a Financial Member,

until the fee is paid and Confirmed, unless the Committee decides otherwise in a case of demonstrated hardship. If the fee remains unpaid for 12 months after the renewal date, the Committee may record the member as a Community Member.

13.6 A General Meeting may, by Ordinary Resolution, authorise the Committee to ask Financial Members for a special welfare levy for a bereavement, repatriation or other serious event, setting the maximum amount and the number of times it may be asked for in a year. The Treasurer may waive the levy, in confidence, for a member in hardship. No levy may be asked for unless a General Meeting has authorised it.

13.7 Refunds of fees and payments are made in accordance with a refund policy adopted by the Committee under clause 46, which must not limit any right a member has under the Australian Consumer Law.

14. Rights, obligations and liability of members

14.1 Each member must comply with this Constitution and any by-laws, codes of conduct and policies of the Association, act in good faith and in the best interests of the Association, and pay any fee for which they are liable.

14.2 The rights of a member are personal and cannot be transferred.

14.3 The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the costs of winding up, is limited to any amount unpaid by the member in respect of membership fees due under clause 13.

15. Life membership

The Committee may recommend to a General Meeting that life membership be conferred on a person who has given outstanding or long service to the Association. Life membership takes effect only if approved by Ordinary Resolution.

16. Ceasing to be a member

16.1 A member may resign by giving written notice to the Secretary or any Committee member, including by email or through the Membership Portal. The resignation takes effect when the notice is received or on any later date stated in it.

16.2 A person ceases to be a member if they resign, die, are expelled under clause 17 or, for a body, are dissolved.

16.3 A member who resigns remains liable for any fee that was due and unpaid at the date of resignation.



17. Discipline of members

17.1 If the Committee considers that a member has refused or neglected to comply with this Constitution, or has acted in a way that is detrimental to the interests of the Association, the Committee may resolve to suspend the member for a stated period or to expel the member.

17.2 Before doing so, the Committee must give the member written notice of the proposed action, particulars of the conduct concerned, and the time, date and place of the Committee meeting at which the matter will be decided, at least **30 days** before that meeting.

17.3 At that meeting the Committee must give the member a reasonable opportunity to be heard or to make written representations, and must then decide whether to take the action. The Committee must tell the member its decision in writing within 7 days.

17.4 A suspension or expulsion takes effect 14 days after the decision is communicated, unless within that 14-day period the member gives the Secretary written notice that they wish to appeal. The Committee must then call a General Meeting under clause 29 to be held within three months, at which the member must be given a reasonable opportunity to be heard. The action takes effect only if confirmed by Ordinary Resolution at that meeting.

17.5 A member who is a Committee member may not take part in a decision about their own discipline.

18. Inspection of records

18.1 A member may, at any reasonable time and free of charge, inspect the Register (subject to clause 12.7), the Register of Disclosed Interests, the minutes of General Meetings, the financial statements presented to General Meetings, this Constitution and the policies adopted under clause 46. These may be made available to members through the Membership Portal.

18.2 A member may, on request and at a time agreed with the Committee, inspect the other books and financial records of the Association, except that the Committee must withhold any part of a record that contains personal information about another person, including Welfare Fund applications, unless the law requires it to be shown.

18.3 The record of Committee members kept under clause 24.3 must be available for inspection, free of charge, by any person at any reasonable time, as the Act requires.

19. Association property

A member who damages or misuses Association property is liable to the Association for the reasonable cost of repairing or replacing it.

PART 4 — THE COMMITTEE

20. Composition of the Committee

20.1 The affairs of the Association are managed by a Committee consisting of:

- (a) the office-bearers: Chairperson, Vice Chairperson, Secretary, Organising Secretary, Treasurer, and IT and Communications Officer;
- (b) up to **five** general Committee members; and
- (c) portfolio members, such as a Student Representative, Sport Coordinator and Women's Empowerment Officer, as a General Meeting or the Committee decides.

20.2 The Committee must at all times have at least three members, each of whom is at least 18 years of age, and at least three of whom are ordinarily resident in Australia.



20.3 A General Meeting may, on the Committee's recommendation, appoint a **Patron**, being a person of standing in the community invited to lend their name and support. The Patron is an honorary position, has no vote and is not a Committee member.

21. Eligibility for the Committee

A person is eligible for election or appointment to the Committee only if they are a Financial Member or Life Member whose membership is current, are at least 18 years of age, are not disqualified by law from managing a corporation or incorporated association, and, for a role that involves working with children, hold a current NSW Working With Children Check clearance.

22. Election of the Committee

22.1 The Committee is elected at each Annual General Meeting and holds office until the next Annual General Meeting. A person may not hold the same office-bearer position for more than **two consecutive terms** unless a General Meeting approves a further term by Ordinary Resolution.

22.2 A nomination must be made in writing or through the Membership Portal by a Financial Member or Life Member, must be accepted in writing or through the Membership Portal by the nominee, and must be received by the Secretary at least **14 days** before the Annual General Meeting.

22.3 The Secretary must tell all members of the candidates for each position with, or before, the notice of the Annual General Meeting.

22.4 If the number of nominations for a position does not exceed the number of vacancies, the nominees are declared elected. Otherwise, an election by secret ballot is held at the Annual General Meeting or by Ballot under clause 32A. Any position not filled may be filled by the Committee under clause 23.

23. Casual vacancies

23.1 If a casual vacancy arises on the Committee, the Committee may appoint an eligible member to fill it until the next Annual General Meeting.

23.2 A casual vacancy arises if a Committee member dies, resigns, ceases to be a member, ceases to be eligible under clause 21, is removed under clause 33, or vacates office under clause 26.

24. Duties of office-bearers

24.1 The Chairperson presides at General Meetings and Committee meetings; leads the Committee in managing the Association's affairs; may call a Committee meeting at any time, including an urgent meeting; acts as the Association's main spokesperson; and is one of the Association's authorised signatories.

24.2 The Vice Chairperson carries out the Chairperson's duties when the Chairperson is unable to, supports the Chairperson, and is one of the Association's authorised signatories.

24.3 The Secretary records the proceedings of General Meetings and Committee meetings; gives members notice of meetings and agendas; keeps the Association's minutes, correspondence, records and registers (other than financial records); keeps the Register, the record of Committee members and the Register of Disclosed Interests; deals with the Association's correspondence; and supports the Public Officer in meeting the Association's obligations under the Act.

24.4 The Organising Secretary plans and coordinates the logistics of the Association's meetings, events and activities, including venues, catering, equipment, volunteer rosters and event safety, and works with the Secretary so that members receive timely notice of them.

24.5 The Treasurer receives all money paid to the Association and issues receipts; makes sure it is deposited in the Association's accounts; Confirms payments in the Membership Portal; keeps the Welfare Fund ledger



under clause 35.3 and the separate records required by clause 35A; makes payments only as authorised under clause 36; keeps financial records that comply with the Act; reports to each Committee meeting and presents the financial statements to the Annual General Meeting; keeps custody of the financial books and records; assists any auditor or reviewer; and tells the other authorised signatories within 24 hours of any withdrawal or payment not already approved by them.

24.6 The IT and Communications Officer looks after the Association's website, Membership Portal, email, social media and WhatsApp groups; supports communications to members; supports the Secretary with electronic records; provides the technical support for Ballots under clause 32A; and keeps access credentials, backups and member information secure under clause 45A. The IT and Communications Officer must not disclose member information except as the Committee authorises or the law requires.

24.7 General Committee members and portfolio members take part in Committee decisions and carry out the responsibilities of their portfolio as the Committee directs.

25. Committee meetings

25.1 The Committee must meet at least **six times** in each Financial Year, and the Chairperson, or any three Committee members, may call a meeting at any time on reasonable notice.

25.2 The quorum for a Committee meeting is a **majority** of the Committee members then in office.

25.3 Each Committee member has one vote. Questions are decided by a majority of votes, and the person presiding has a casting vote if the votes are equal.

25.4 Committee meetings may be held in person, by telephone or video conference, or by a combination, as long as all members taking part have a reasonable opportunity to participate. A resolution in writing, including by email or through the Membership Portal, agreed to by a majority of Committee members, after all Committee members have been given the proposed resolution, is as valid as one passed at a meeting, and must be recorded in the minutes of the next meeting.

25.5 A Committee member who has a direct or indirect interest in a matter being considered by the Committee, including a family or financial relationship with a person applying for Welfare Fund support, must disclose the nature and extent of the interest as soon as possible after becoming aware of it. The disclosure must be recorded in the minutes and in the Register of Disclosed Interests. Unless the Committee otherwise decides, the member must not be present while the matter is considered and must not vote on it.

25.6 An act of the Committee, a sub-committee or a Committee member is not invalid only because of a defect in the election, appointment or qualifications of a Committee member or sub-committee member, or because of a casual vacancy, as long as the Committee has a quorum.

26. Vacating office

A Committee member vacates office if they:

26.1 resign by written notice to the Secretary or Chairperson;

26.2 cease to be a member, or cease to be a Financial Member or Life Member whose membership is current;

26.3 become ineligible under clause 21 or under the Act;

26.4 are convicted of an offence involving fraud or dishonesty;

26.5 are absent, without the Committee's leave and without an apology, from three consecutive Committee meetings; or

26.6 are removed under clause 33.



A Committee member who vacates office must, within 14 days, give the Public Officer all documents and property of the Association in their possession, and the Committee must remove their access to the Association's accounts, Membership Portal and online services.

27. Sub-committees, portfolios and programs

27.1 The Committee may establish sub-committees or working groups (for example a Welfare Sub-Committee, Events Sub-Committee or Child Safety working group), decide their membership and terms of reference, and delegate functions to them, other than the power of delegation and any function the Act requires the Committee itself to perform.

27.2 The Committee remains responsible for any function it delegates, and each sub-committee must report to the Committee.

27.3 The Association's portfolios, programs, networks and activities (such as welfare, women's empowerment, students and youth, sport and wellbeing, culture and events, communications and IT, and partnerships and grants) are part of the Association. They are not separate legal bodies and have no authority of their own.

27.4 The Committee may appoint leaders, coordinators or advisory groups to run them day to day. Those people act within the Committee's directions, policies and delegations, and all strategic, financial and policy decisions about them are made or approved by the Committee.

27.5 All money, property, records and resources used by a portfolio, program, network or activity belong to the Association and are managed under this Constitution, except money held for others under clause 35A, such as chama savings, which belongs to the members concerned.

PART 5 — GENERAL MEETINGS AND BALLOTS

28. Annual General Meeting

28.1 The Association must hold an Annual General Meeting within **six months** after the end of each Financial Year, or within any extended time allowed under the Act. The first Annual General Meeting must be held within 18 months after incorporation.

28.2 The business of the Annual General Meeting is to:

- (a) confirm the minutes of the previous Annual General Meeting and any General Meeting held since;
- (b) receive the Committee's report on the Association's activities during the last Financial Year;
- (c) receive and consider the financial statements and any reports required by the Act, including a summary of the Welfare Fund and of any money held under clause 35A;
- (d) elect the Committee; and
- (e) consider any other business of which notice has been given.

29. Special General Meetings

29.1 The Committee may call a Special General Meeting at any time.

29.2 The Committee must call a Special General Meeting, to be held within two months, if it receives a written request signed (including electronically) by at least **five** members entitled to vote, or **5%** of the members entitled to vote, whichever is greater, stating the business to be dealt with.

29.3 If the Committee does not call the meeting within one month after receiving the request, the members who made the request may call it themselves, and the Association must reimburse their reasonable expenses.



30. Notice of General Meetings

30.1 The Secretary must give all members at least **14 days'** notice of a General Meeting, or at least **21 days'** notice if a Special Resolution is to be proposed. The notice must state the date, time and place of the meeting (or how to join it online), the business to be dealt with, and the terms of any Special Resolution.

30.2 Notice may be given in any way allowed by clause 45, including by email, through the Membership Portal or by a message to the member's mobile number.

30.3 A General Meeting may be held at one or more places, or online, or both, using any technology that gives members a reasonable opportunity to participate. A member who takes part using that technology is taken to be present.

31. Quorum and procedure

31.1 The quorum for a General Meeting is **10** members entitled to vote, or **one-third** of the members entitled to vote if that is fewer, present in person, online or by proxy.

31.2 If a quorum is not present within 30 minutes after the starting time:

- (a) a meeting called at the request of members lapses; and
- (b) any other meeting is adjourned to the same time and place (or online link) seven days later. If a quorum is not present at the adjourned meeting, the members present (being at least three) form a quorum.

31.3 The Chairperson presides at General Meetings. If the Chairperson is absent or unwilling, the Vice Chairperson presides, and otherwise the members present elect one of themselves to preside.

31.4 Only business left unfinished at an adjourned meeting may be dealt with at the resumed meeting. If a meeting is adjourned for 14 days or more, notice of the resumed meeting must be given under clause 30.

32. Voting at General Meetings

32.1 Each Financial Member and Life Member whose membership is current has one vote. Other members may attend and speak but may not vote.

32.2 A member entitled to vote may appoint another Financial Member or Life Member as their proxy, in writing or through the Membership Portal, to attend and vote for them at a particular General Meeting. The appointment must be received by the Secretary before the meeting starts. A person may hold no more than **two** proxies. A proxy may vote only if a poll is held, or as the person presiding directs so that every proxy is counted.

32.3 A question is decided on a show of hands, or the equivalent for members online, unless a poll is demanded by the person presiding or by at least three members entitled to vote. A poll is taken in the way the person presiding directs, and elections for which there are more candidates than positions are held by secret ballot.

32.4 If the votes are equal, the person presiding has a casting vote in addition to any deliberative vote.

32.5 A declaration by the person presiding that a resolution has been carried or lost, recorded in the minutes, is evidence of that fact.

32A. Postal and electronic Ballots

32A.1 The Committee may decide that a question, an election or a Special Resolution be decided by postal ballot, by electronic ballot through the Membership Portal, or by a combination of both, in accordance with Schedule 2 of the *Associations Incorporation Regulation 2022* (NSW) or any provision that replaces it.



32A.2 For each Ballot the Committee must appoint a returning officer, who must not be a Committee member and who oversees the Ballot, counts or checks the count of the votes, and certifies the result to the Secretary. The IT and Communications Officer provides the technical support but does not count the votes alone.

32A.3 The ballot material, or the notice that an electronic ballot is open, must be given to every member entitled to vote at least **14 days**, or **21 days** for a Special Resolution, before the Ballot closes. It must state the question to be decided, how to vote and when voting closes.

32A.4 Each Financial Member and Life Member whose membership is current has one vote. Electronic Ballots must be secret: the Membership Portal must keep the record of who has voted separate from the votes cast, so that no person can tell how a member voted. Results are available only after the Ballot closes.

32A.5 The Secretary must record the result in the minute book, and the result must be announced to members and at the next General Meeting.

33. Removal of a Committee member

A General Meeting may, by a resolution passed by at least **three-quarters** of the votes cast, of which notice was given under clause 30.1, remove a Committee member from office. The Committee member must be given a reasonable opportunity to be heard before the vote. A person removed remains a member of the Association unless separately expelled under clause 17.

34. Minutes

34.1 The Secretary must make sure that minutes of every General Meeting and Committee meeting are recorded within 30 days of the meeting. The minutes must record the names of those present, apologies, all resolutions and decisions, and any disclosure of interest.

34.2 The minutes must be confirmed and signed, by hand or electronically, by the person who presided at the meeting or at the next meeting.

34.3 Signed minutes are evidence, unless the contrary is proved, that the meeting was properly called and held and that the matters recorded happened.

34.4 The minutes of a General Meeting must include a copy of the financial statements presented to an Annual General Meeting and any resolutions about them.

PART 6 — FINANCES

35. Funds and the Welfare Fund

35.1 The funds of the Association come from membership fees, donations, grants, fundraising, sponsorship, event income and any other lawful source, and must be applied only towards the objects of the Association and its proper expenses.

35.2 All money received must be deposited, as soon as practicable, into an account in the Association's name with an authorised deposit-taking institution. Cash must be counted, receipted and deposited as soon as practicable.

35.3 The Association keeps a **Welfare Fund**, held in a separate account in the Association's name, to support Financial Members, Life Members and their Registered Family in bereavement, serious illness and hardship, in accordance with this Constitution and the Welfare Fund Policy. The Treasurer keeps a separate ledger for the Welfare Fund.

35.4 The Welfare Fund contribution part of each joining fee (currently \$170 of the \$200 joining fee), the whole of each annual renewal fee (currently \$170), any levy under clause 13.6, and any donations, appeals or grants given for welfare purposes, must be paid into the Welfare Fund. Money in the Welfare Fund may be used only



for welfare support under the Welfare Fund Policy and the direct costs of giving it, and must not be used for general running costs.

35.5 Welfare Fund support is available to Financial Members and Life Members whose membership is current, and to their Registered Family, subject to any waiting period and limits in the Welfare Fund Policy. Community Members and other people in the New England region are not entitled to support, but the Committee may help them in a genuine emergency within the limits of that Policy.

35.6 Money given for a stated purpose, such as an appeal for a particular family, must be used only for that purpose. Any amount left over is paid into the Welfare Fund unless the donors were told otherwise.

35A. Chama savings circles and money held for others

35A.1 The Committee may help members to run chama savings circles. Chama money is the members' own savings and is not income or property of the Association.

35A.2 Any chama money the Association receives must be kept in a separate account, apart from the Welfare Fund and the Association's general funds, and must be recorded so that each member's contributions and payouts can be identified. It must be used only in accordance with the rules agreed by the members of that circle, which must be in writing.

35A.3 Where the Association holds money for others, including chama money, the Treasurer must account for it separately in the Association's financial statements as the Act requires.

36. Bank accounts and payments

36.1 The Committee must keep one or more accounts in the Association's name with an authorised deposit-taking institution. The Committee appoints at least two authorised signatories, who must be Committee members.

36.2 Every payment must be authorised by two authorised signatories, neither of whom may approve a payment to themselves or to a member of their own family. Payments must be supported by an invoice, receipt or other record.

36.3 Payments from the Welfare Fund must also follow the approval levels in the Welfare Fund Policy.

36.4 Grant money must be used only for the purposes for which it was granted, in line with the funding agreement, and its use must be documented.

36.5 Payments of \$100 or more must be made by electronic funds transfer or another non-cash method, so that every such payment leaves a record. Cash may be used for smaller amounts only, against a receipt.

37. Fundraising

37.1 The Association must conduct any fundraising appeal in accordance with the *Charitable Fundraising Act 1991* (NSW). Before conducting an appeal to the public, the Committee must make sure the Association either holds an authority to fundraise, has a deemed authority, or is exempt.

37.2 The Treasurer must keep a record of the gross amount raised from appeals in each Financial Year, so that the Committee can check whether an exemption still applies.

37.3 The Association must not say or suggest that a donation is tax deductible unless the Association is endorsed as a deductible gift recipient.



38. Financial records, statements and review

38.1 The Association must keep financial records that correctly record and explain its transactions and financial position, sufficient to allow true and fair financial statements to be prepared, and must keep them for at least **seven years**, or longer if the law or a funding agreement requires.

38.2 The Committee must have financial statements prepared for each Financial Year that meet the requirements of the Act for the Association's tier, present them to the Annual General Meeting, and lodge the annual summary of financial affairs with NSW Fair Trading within the time the Act requires.

38.3 The financial statements must be audited if the Act, NSW Fair Trading, a funding body or a General Meeting requires it. Otherwise, the Committee should arrange for an independent person who is not a Committee member to review the accounts before the Annual General Meeting.

PART 7 — PUBLIC OFFICER, RECORDS AND EXECUTION

39. Public Officer

39.1 The Committee must appoint a Public Officer, who must be at least 18 years of age and ordinarily resident in New South Wales. The Public Officer may be a Committee member.

39.2 If the office of Public Officer becomes vacant, the Committee must appoint a new Public Officer within **28 days**, and the Association must notify NSW Fair Trading as the Act requires.

39.3 The Public Officer is responsible for lodging the documents the Act requires with NSW Fair Trading.

40. Custody of books and execution of documents

40.1 Except as otherwise provided by this Constitution, the Public Officer must keep in their custody or under their control the records, books and other documents of the Association, which may be kept electronically in the Membership Portal or other secure systems approved by the Committee.

40.2 A document is executed by the Association if it is signed by two authorised signatories under clause 36.1. If the Association has a common seal, the seal may be used only with the authority of the Committee and must be witnessed by two authorised signatories, and each use must be recorded.

PART 8 — ALTERATION OF THIS CONSTITUTION

41. Amendment

41.1 This Constitution, including the objects, may be amended, repealed or replaced only by Special Resolution.

41.2 No amendment may cause the Association to stop complying with the Act, or be inconsistent with clauses 6 and 44.

41.3 The Public Officer must lodge an application to register the change with NSW Fair Trading within **28 days** after the Special Resolution is passed. The change takes effect when it is registered.

41.4 This Constitution binds every member and the Association as if each had signed it and agreed to be bound by it.



PART 9 — DISPUTES AND COMPLAINTS

42. Internal disputes

42.1 This clause applies to disputes between members (in their capacity as members), and between a member and the Association.

42.2 The parties must first try to resolve the dispute in good faith between themselves, within 14 days.

42.3 If the dispute is not resolved, either party may refer it to the Committee, or, if a Committee member is a party, to two Committee members who are not involved. They must hear each party and try to resolve the dispute fairly within 28 days.

42.4 If the dispute is still not resolved, the parties must take part in mediation by a mediator agreed between them or, failing agreement, through Community Justice Centres NSW or another independent mediator. The costs of mediation, if any, are shared equally unless the parties agree otherwise.

42.5 Nothing in this clause prevents a person from seeking help from NSW Fair Trading or exercising any right under the Act or at law.

42.6 Disputes are dealt with fairly, respectfully, confidentially and in a culturally appropriate way, with the aim of restoring relationships wherever possible.

42.7 Where the Committee, or a Committee member, is too close to a dispute, the Committee may instead appoint a panel of two to five impartial people, who need not be Committee members, to hear it under clause 42.3. No person involved in the dispute, or who could reasonably be seen as unable to judge it impartially, may sit on the panel.

42.8 The Committee may decline to hear a dispute under clause 42.3 if it is frivolous or vexatious, or repeats a matter already dealt with under this clause, and must tell the parties in writing with its reasons. The parties may still seek mediation under clause 42.4.

42.9 Any meeting, hearing or mediation under this clause may be held by video or phone if the parties (and, for a mediation, the mediator) agree.

PART 10 — WINDING UP

43. Winding up

The Association may be wound up voluntarily by Special Resolution, or as otherwise provided by the Act.

44. Distribution of surplus property

44.1 If, on winding up or the cancellation of the Association's registration, any property remains after paying its debts and liabilities and the costs of winding up, that surplus must **not** be distributed to members or former members.

44.2 The surplus must be given, as decided by Special Resolution, to another incorporated association or not-for-profit organisation with objects similar to the Association's, which is itself prohibited from distributing its income and property to its members, with preference to one supporting multicultural, settlement, welfare or mental health outcomes in New South Wales; or otherwise as the Act provides.

44.3 Money held under clause 35A belongs to the members concerned and must be returned to them in accordance with the rules of the chama circle, and money given for a stated purpose under clause 35.6 must be applied to that purpose where possible.



PART 11 — MISCELLANEOUS

45. Notices

45.1 A notice or document may be given to a member personally, by post to the address in the Register, by email to the email address in the Register, through the Membership Portal, or by a text message to the member's mobile number with a link to the document.

45.2 A notice sent by email, through the Membership Portal or by text message is taken to be given on the day it is sent. A notice sent by post is taken to be given on the third business day after posting.

45A. Privacy and information security

45A.1 The Association must handle personal information in accordance with its Privacy Policy and the privacy laws that apply to it, including the Australian Privacy Principles and, for health information, the *Health Records and Information Privacy Act 2002* (NSW), and must collect only the personal information it needs.

45A.2 Sensitive information, including information about health, a death in the family or financial hardship given in a request for support, may be collected only with the person's consent or as the law allows, and may be seen only by the Committee members handling the request.

45A.3 The Committee must take reasonable steps to keep the Association's records and online services secure, including: limiting access to those who need it; requiring Committee members to use two-step sign-in for the Committee area of the Membership Portal; requiring the approval of a second Committee member for any export of member information and any reset or bulk deletion of records; keeping regular encrypted backups; and removing access promptly when a person leaves office.

45A.4 Personal information must not be sold, rented or used for advertising, and may be shared outside the Association only with the person's consent, with service providers that run the Association's systems, or as the law requires.

46. By-laws and policies

46.1 The Committee may adopt, amend or revoke by-laws, codes of conduct and policies consistent with this Constitution and the Act, including a Welfare Fund Policy, Privacy Policy, Child Safe Policy, Code of Conduct, Conflict of Interest Policy, Refund Policy, Financial Delegations Policy and website terms of use.

46.2 Policies must be made available to members, including through the Membership Portal or website. If a by-law or policy is inconsistent with this Constitution or the Act, this Constitution or the Act prevails.

46A. Child safety

46A.1 The Association is committed to the safety and wellbeing of children and young people who take part in its activities, and follows the NSW Child Safe Standards under the *Children's Guardian Act 2019* (NSW).

46A.2 Any person who carries out child-related work for the Association, including as a volunteer mentor, coach or supervisor, must hold a current NSW Working With Children Check clearance, which the Association must verify before they start.

46A.3 The Committee must adopt and maintain a Child Safe Policy and must deal with any concern about a child's safety promptly, including by reporting to the NSW Child Protection Helpline or the police where required.



47. Indemnity and insurance

47.1 To the extent permitted by law, the Association indemnifies each Committee member and office-bearer against liability properly incurred in good faith in performing their duties for the Association, except liability arising from their own dishonesty, wilful default or gross negligence.

47.2 The Committee should consider each year whether the Association should hold public liability insurance and other insurance appropriate to its activities.

48. Interpretation and governing law

This Constitution is governed by the law of New South Wales. If any provision is inconsistent with the Act, the Act prevails to the extent of the inconsistency, and the provision is to be read down accordingly rather than invalidated.



CERTIFICATE OF ADOPTION

This Constitution was adopted as the Constitution of Kenyans in New England Welfare Association Incorporated (KENEWA) by Special Resolution passed at a General Meeting of the Association.

Lodge with NSW Fair Trading (Form A6, "Application to register change of objects or constitution") within 28 days after the Special Resolution is passed. The change takes effect when NSW Fair Trading registers it.

Date of the General Meeting	
Place or online link	
Date notice of the meeting was given (at least 21 days before)	
Votes in favour	
Votes against	
Votes cast (in favour as a percentage: must be at least 75%)	

Chairperson

Signature	
Full name	
Date	

Secretary

Signature	
Full name	
Date	

Certificate by the Public Officer

I certify that this Constitution complies with the *Associations Incorporation Act 2009* (NSW) and the *Associations Incorporation Regulation 2022* (NSW), and that it was adopted by Special Resolution on the date stated above.

Public Officer

Signature	
Full name	
Date	



SCHEDULE 1 — Committee in office at adoption

This schedule is a record, not a rule. It lists the interim Committee elected at the Founding Meeting and confirmed by the Committee on 23 August 2026, which holds office until the first Annual General Meeting. It may be updated after each election without amending this Constitution.

Position	Name
Chairperson	Edwin Ng'etich
Vice Chairperson	Felix Kiprop
Secretary	Michael Kiplangat
Organising Secretary	Geoffrey Seurei
Treasurer	Hillary Bett
IT and Communications Officer	Evans Yego
Committee member	Leonard Serem
Committee member	Lynn Bett
Committee member	Caroline Njuguna
Committee member	Bramwel Cheroben
Committee member	Nicholas Yagan
Student Representative	Ruth Tanui
Sport Coordinator	Sheldon Kipkemboi
Women's Empowerment Officer	Janet Bett
Public Officer	_____