

# **Constitution of Artarmon Progress Association Inc**

*Under the Associations Incorporation Act 2009*

This Constitution was adopted by special resolution of the Association on 1<sup>st</sup> November 2017.

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## Preamble Objects and Purposes of the Association

The Artarmon Progress Association Inc. is a not-for-profit community organisation whose objectives are to promote the welfare, physical and intellectual advancement of the suburb of Artarmon and the City of Willoughby, to protect the interests of the residents and to encourage a keener spirit of community among its residents.

## Part 1 Definitions and Interpretation

### 1 Definitions

(1) In this constitution:

**Artarmon** means the suburb of Artarmon as defined by the Geographical Names Board of NSW.

**Affiliate** means a person who becomes a member of the Association in accordance with clause 2A.

**Association** means the Artarmon Progress Association Inc.

**Committee** means the group of members formed in accordance with this Constitution responsible for the control and management of the affairs of the Association.

**Committee Members** means Members appointed to the Committee in accordance with this Constitution.

**Councillor** means an elected representative of the council for the local government area in which Artarmon is situated.

**Member** means a person who becomes a member of the Association in accordance with clause 2.

**Office Bearer** means the president, vice-president, treasurer, Secretary, and public officer of the Association.

**Resident** means any natural person above the age of 18 who is shown as a resident of Artarmon on the NSW electoral roll.

**Secretary** means the person holding office under this constitution as Secretary 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

### 2 Membership generally

(1) A person is eligible to be a Member of the Association if:

(a) the person is a Resident, or is the registered proprietor of real property located in Artarmon, and

(b) the person is a natural person above the age of 18, and

(c) the person has applied and been approved for membership of the Association in accordance with clause 3.

- (2) A person is taken to be a Member of the Association if the person was a Member of the Association at the date of adoption of this constitution.

## **2A Affiliate membership**

- (1) A person above the age of 18 who is not a Resident of Artarmon may apply to be an Affiliate of the Association.
- (2) An Affiliate has the right to attend meetings of the Association but does not receive notice of meetings, they have no right to vote nor speak or vote at meetings, nor the right to stand for election to the Committee.

## **3 Application for membership**

- (1) An application by a person for membership of the Association or to be an Affiliate:
  - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
  - (b) must be lodged (including by electronic means, if the Committee so determines) with the nominated membership officer or Secretary of the Association,
  - (c) be accompanied by the applicable membership fee that may apply at the time.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which in its absolute discretion determines whether to approve or to reject the application.
- (3) As soon as practicable after the Committee makes that determination, the Secretary, or nominated membership officer, must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable), and
  - (b) if the Committee rejects the application any fee that has been paid will be refunded.
- (4) If the application is approved by the Committee, the Secretary, or nominated membership officer, must enter or cause to be entered the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member or Affiliate of the Association (as the case may be).
- (6) The Committee may in its absolute discretion determine whether to approve each applicant for admission as a Member or an Affiliate and in the event that the Committee decides not to admit a person to membership of the Association, the Committee shall not be required to give any reason for its decision.

## **4 Cessation of membership**

- (1) A person ceases to be a member of the Association if the person:
  - (a) ceases to meet the criteria for membership set out in clause 2 (1) (a), or
  - (b) dies, or
  - (c) resigns membership, or
  - (d) is expelled from the Association, or
  - (e) fails to pay the annual membership fee under clause 8 within 3 months after the fee is due.
- (2) A Member's membership will convert to Affiliate membership in the event that they cease to meet the criteria for a Member as set out in clause 2 (1) (a).

## **5 Membership entitlements not transferable**

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

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

## **6 Resignation of membership**

- (1) A Member or Affiliate of the Association may resign from membership of the Association by giving notice in writing of the member's resignation to any of the Office Bearers and upon which the Member or Affiliate will cease to be a Member or Affiliate of the Association.
- (2) Where a Member or Affiliate of the Association ceases to be a Member or Affiliate for whatever reason, the Secretary, or nominated membership officer, must make an appropriate entry in the register of members recording the date on which membership ceased.

## **7 Register of members**

- (1) The Secretary, or nominated membership officer, must establish and maintain a register of Members and Affiliates of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member or Affiliate of the Association together with the date on which the person became a member. The register must stipulate whether that person is a Member or Affiliate.
- (2) The register of members must be kept, or accessible, in New South Wales:
  - (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members is open for inspection, free of charge, by any Member of the Association by prior agreement with the Committee at either a meeting of the Committee or at such other reasonable time and place nominated by the Committee.
- (4) 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, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) If the register of Members and Affiliates is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of Members and Affiliates is a reference to a current hard copy of the register of Members and Affiliates.

## **8 Fees and subscriptions**

- (1) A Member and Affiliate of the Association must, on admission to membership, pay to the Association a fee of such amount as determined by the Committee from time to time.
- (2) In addition to any amount payable by the Member and Affiliate under clause 8 (1), each new calendar year a Member and Affiliate to continue their membership of the Association must pay to the Association, within 60 days from the commencement of the new calendar year, an annual membership fee of such amount as determined by the Committee from time to time.

## **9 Members and Affiliates liabilities**

The liability of a Member and Affiliate 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 or Affiliate in respect of membership of the Association as required by clause 8.

## **10 Resolution of disputes**

- (1) A dispute between a Member, Affiliate and another Member or Affiliate of the Association is a matter that the parties involved must resolve without involving the Association or affecting its operation and performance.
- (2) A dispute between a Member and the Association, is to be:
  - (a) referred to the Committee for resolution;
  - (b) If the dispute is not resolved then it is to be referred to a Community Justice Centre for

mediation under the Community Justice Centres Act 1983.

- (c) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (d) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- (e) For avoidance of doubt, an Affiliate has no rights under this clause.
- (f) Costs that are incurred under this clause are to be shared evenly between the parties involved in the dispute unless otherwise stipulated by the arbiter.

## **11 Disciplining of Members and Affiliates**

- (1) A complaint may be made to the Committee, or by the Committee, that a member:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of 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:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must 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, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.
- (7) For the purposes of this clause a reference to a "member" should be read as a reference to a Member or an Affiliate.

## **12 Right of appeal of disciplined Member or Affiliate**

- (1) A Member, or Affiliate, may appeal to the Committee to reconsider a resolution of the Committee under clause 11, within 7 days after notice of the resolution is served on the Member, or Affiliate, by lodging with the Secretary a notice to that effect.
- (2) The notice may should be accompanied by a statement of the grounds on which the Member, or Affiliate, intends to rely for the purposes of the appeal.
- (3) The appeal is to be determined by a simple majority of votes cast by members of the Committee.

## **Part 3 The Committee**

### **13 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.

#### **14 Composition and membership of Committee**

- (1) The Committee is to consist of up to a maximum of 12 Committee Members.
- (2) Only a Member that is a Resident can be appointed as a Committee member.
- (3) Only a Committee member can be appointed an Office Bearer.
- (4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) Office Bearers may not hold the same office for more than four consecutive terms unless approved by a special resolution of the Members at a general meeting.
- (6) Each member of the Committee is, subject to this constitution, to 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) Each Committee Member must act in the best interests of the Association.
- (8) A Councillor cannot be a Committee Member.

#### **15 Election of Committee Members**

- (1) Nominations of candidates for election of Committee members may be given:
  - (a) verbally by a Member nominating another Member present at the annual general meeting provided the nomination is seconded by another Member also present at the annual general meeting and accepted verbally by the person so nominated; or
  - (b) made in writing, signed by the nominee Member and two other Members of the Association and provided to the Secretary prior to the commencement of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee:
  - (a) the candidates nominated are taken to be elected.
  - (b) any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be conducted at the annual general meeting in a usual and proper manner that the Committee directs.
- (6) Only a Member can be nominated as a Committee member.

#### **16 Office Bearers**

- (1) At the first meeting of the incoming Committee, the Committee Members shall elect from among their number the Office Bearers of the Association.
- (2) The term of office of each Office Bearer shall be from their election until the election of their successor at the annual general meeting following their election.
- (3) The Office Bearers of the Association, subject to this Constitution and to any resolution passed by the Association in general meeting and subject to any resolution of the Committee, shall control and manage the affairs of the Association between meetings of the Committee.

#### **17A Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) 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, and
  - (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.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of clause 17A (3).

#### **17B Treasurer**

It is the duty of the treasurer of the Association to ensure:

- (a) that 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 details of all receipts and expenditure connected with the activities of the Association.
- (c) that the requirements of the Act and the Regulation which relate to the financial management of the Association and lodgments of financial statements are satisfied.

#### **17C President and Vice President**

The roles and responsibilities of the president and vice-president will be determined from time to time by the Committee.

#### **17D Public Officer**

The Association must have a public officer at all times. In the absence of a nominated public officer, the Secretary will undertake the role of public officer. The public officer must comply with the obligations of that role as specified by the Act and Regulations.

### **18 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the Member:
- (a) dies, or
  - (b) ceases to be a Member of the Association, or
  - (c) becomes a Councillor, or
  - (d) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (e) resigns office by notice in writing given to the Secretary, or
  - (f) is removed from office under clause 19, or
  - (g) becomes a mentally incapacitated person, or
  - (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19 Removal of Committee Members**

- (1) The Association in general meeting may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may by resolution appoint another Member to the Committee until the expiration of the term of office of the Committee member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in clause 19 (1) relates makes representations in writing to the Secretary or president and requests that the representations be notified to the Members of the Association, the Secretary or the president may send a copy, or summary, of the representations to each Member of the Association or, if the representations are not so sent, the member is entitled to require that a summary of the representations be read out at the Committee meeting at which the resolution is considered.

## **20 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 president or Secretary.
- (3) Notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause 20 (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 consider.
- (5) Any 3 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 half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the president or, in the president's absence, the vice president is to preside, or
  - (b) if the president and the vice president are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

## **21 Appointment of Members as Committee Members to constitute quorum**

- (1) If at any time the number of Committee Members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of Members of the Association as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **22 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.



### **23 Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees the exercise of any of the functions of the Committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

### **24 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) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the motion shall fail.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **Part 4 General meetings**

### **25 Annual general meetings - holding of**

- (1) 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 section 37 (2) (b) of the Act.

### **26 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting,
  - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
  - (c) to elect Committee members,

- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

## **27 Special General Meetings - calling of**

- (1) The Committee may convene a Special General Meeting of the Association at any time may.
- (2) The Committee must, on the requisition of at least 10% of the total number of Members, convene a Special General Meeting of the Association.
- (3) A requisition of Members for a Special General Meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Secretary.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by a Member or Members as referred to in clause 27(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of clause 27 (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **28 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 28 (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## **29 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Eight Members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the

day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

### **30 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

### **31 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 31 (1) and 31 (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32 Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by:
  - (a) a show of Member hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot of Members present.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Clause 32 (2) applies to a method determined by the Committee under clause 32 (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **33 Special resolutions**

A special resolution shall be passed if it is supported by at least three-quarters of the votes cast by Members in general meeting.

### **34 Voting**

- (1) On any question arising at a general meeting of the Association, a Member has one vote only, an Affiliate does not have a vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

### **35 Proxy votes not permitted**

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

### **36 Postal or electronic ballots**

- (1) The Committee may determine that the Association hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37 Use of technology at general meetings**

- (1) The Committee may determine that a general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a general 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.

## **Part 5 Miscellaneous**

### **38 Insurance**

The Association may effect and maintain insurance.

### **39 Funds - source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable to the credit of the Association's bank or other authorised deposit-taking institution account.

### **40 Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, 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) All cheques, bills of exchange, and other negotiable instruments must be signed by 2 authorised signatories.
- (3) The Association may use electronic banking provided that the relevant payment portal or system is provided by an authorised deposit taking institution registered under the *Banking Act 1959* (cth) and requires all payments or fund transfers to be approved by 2 authorised signatories.

### **41 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 for any of its Members.

### **42 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 objects 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 an 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 of the winding up of the Association.

### **43 Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Office Bearer who has been specifically authorized by the Committee to do so.

#### **44 Custody of books etc**

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

- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer or as authorized by the Committee.

#### **45 Inspection of books etc**

- (1) The following documents are available for inspection, free of charge, by any Member of the Association by prior agreement with the Committee at either a meeting of the Committee or at such other reasonable time and place nominated by the Committee:
  - (a) books and financial reports of the Association, for the past 36 months,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the Association, for the past 24 months.
- (2) Despite subclause (1), 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.

#### **46 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to an Office Bearer:
  - (a) by delivering it to an Office Bearer personally or to the address of the Office Bearer, or
  - (b) by sending it by pre-paid post to the address of the Office Bearer, or
  - (c) by sending it by email or some other form of electronic transmission to an address specified by the Office Bearer for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post or delivered to the address of the person, on the date when it would have been delivered, and
  - (c) in the case of a notice sent by facsimile transmission, email or some other form of electronic transmission, on the date it was sent.

#### **47 Financial year**

The financial year of the Association is:

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

#### **48 Auditor**

The Association is not required to appoint an auditor unless required to do so under the Act.