



CONSTITUTION

OF

THE ILLAWARRA CHORAL SOCIETY INCORPORATED

2ND SEPTEMBER, 2019

Under the Associations Incorporation Act 2009

Objects

- (a) To perform choral music, both classical and modern, for the enjoyment of both the Choristers of the Illawarra Choral Society and the listening audience.
- (b) To promote awareness and appreciation of choral music within the community by either performing as a complete choir or performing as small chorus groups for special functions.

Contents

<u>Part 1 Preliminary</u>		Page No.
1	Definitions	2
<u>Part 2 Membership</u>		
2	Membership generally	2
3	Application for membership	3
4	Cessation of membership	3
5	Membership entitlements not transferable	3
6	Resignation of members	3
7	Life members	3
8	Register of members	4
9	Annual subscriptions	4
10	Members' liabilities	4
11	Resolution of disputes	4
12	Disciplining of members	5
13	Right of appeal of disciplined member.....	5
<u>Part 3 The committee</u>		
14	Powers of the committee	6
15	Composition and membership of committee.....	6
16	Election of committee members.....	6
17	President	7
18	Vice President	7
19	Secretary/Public Officer	7
20	Treasurer	7
21	Musical Director	8
22	Accompanist	8
23	Casual vacancies	8
24	Removal of committee members.....	9
25	Committee meetings and quorum.....	9
26	Appointment of association members as committee members to constitute quorum	9
27	Use of technology at committee meetings.....	10
28	Delegation by committee to sub-committee.....	10
29	Voting and decisions	10
<u>Part 4 General meetings</u>		
30	Annual General Meetings - holding of.....	11
31	Annual General Meetings - calling of and business of.....	11
32	Special general meetings - calling of.....	11
33	Notice	12
34	Quorum for general meetings.....	12
35	Presiding member	12
36	Adjournment	12
37	Making decisions	13
38	Special resolutions	13

39	Voting	13
40	Proxy votes permitted	13
41	Postal or electronic ballots	13
42	Use of technology at general meetings.....	13

Part 5 Miscellaneous

43	Insurance	14
44	Funds source	14
45	Funds management	14
46	Association is non-profit	14
47	Distribution of property on winding up of association.....	14
48	Change of name, objects and constitution.....	14
49	Custody of books, etc	14
50	Inspection of books, etc	15
51	Service of notices	15
52	Financial year	15

Part 1 Preliminary

1 Definitions

(1) In this constitution:

ordinary committee member means: a member of the committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no person holds that office - the Public Officer of the association.

Public Officer means:

that person, normally the Secretary of the association (and if no Secretary, the President of the association) who liaises with the NSW Department of Fair Trading where necessary in accordance with the association's Incorporation Act 2009.

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*.

in writing includes electronic communication

(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 natural person, and

- (b) the person has applied and been approved for membership of the association in accordance with clause 3.

3 Application for membership

- (1) An application by a person for membership of the association must be made in writing to the committee in the form determined by the committee.
- (2) The committee is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant verbally or in writing that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as an annual subscription.
- (4) The secretary must, on payment by the applicant of the amount referred to in subclause (3) (b) within the period referred to in that provision, 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 of the association.

4 Cessation of membership

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

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled from the association, or
- (4) fails to pay the annual membership fee under clause 8(1) within 3 months after the fee is due.

5 Membership entitlements not transferable

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

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

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary notice of at least 1 month (or any other period that the committee may determine), in writing, of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Where a member of the association does not notify the association of their intention to resign, they cease being a member on becoming unfinancial.

7 Life membership

- (1) The committee shall, on an annual basis, determine whether any member is eligible for Life Membership.
- (2) The criteria for determining Life Membership shall be 20 years association membership plus a substantial commitment to committee and/or other duties, and/or substantial contribution to performing solo parts in association concerts.
- (3) The honour of holding Life Membership entitles the member to receive a Life Member badge, and to have their names recorded in concert programs.

8 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name, postal, residential, email addresses and phone number of each person who is a member of the association together, with the date on which the person became a member. The register is to include the financial status of each member for each financial year.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, the association's official address is that of the Public Officer.
- (3) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) accessible to members of the committee only.

9 Annual Subscriptions

- (1) A member of the association must, on admission to membership, pay to the association an annual subscription fee as determined by the committee.
- (2) Fees are due and payable by 31st March each year.
- (3) Upon payment of the applicable subscription fees, a voting right is conferred on the member.
- (4) The Committee shall be empowered to set a rehearsal levy at times of low finances.

10 Members' liabilities, rights and responsibilities

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8 (1).
- (2) Fees payable by members must be sufficient to provide coverage of the amounts payable to the Musical Director and Accompanist.
- (3) A member has a right to express an opinion or make a request in writing to the committee through their voice representative and have that opinion or request discussed and all issues addressed by the committee.
- (4) Members are responsible for their own, fellow choristers' and guests' health and safety at rehearsals, performances and other association-organised events.
- (5) Members are to treat other members, the musical director and accompanist with courtesy and respect at all times.
- (6) Members are responsible for music issued to them as recorded by the Librarian and liable for any music lost or damaged while in their possession.
- (7) A member is to conform to the association's published standards of rehearsal and performance etiquette.

11 Resolution of disputes

- (1) Disputes between members, musical director and/or accompanist must in the first instance be referred to the committee, either orally or in writing, which must use its best endeavours to resolve the dispute.

- (2) Subject to (1), a dispute between a member and another member (in their capacity as members) or the musical director or accompanist of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (3) 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.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served in writing 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 in writing 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 all 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 13.
- (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 13, whichever is the later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the association meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice in writing to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

14 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (1) is to control and manage the affairs of the association, and
- (2) 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
- (3) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 9 ordinary committee members, each of whom is to be elected at the Annual general meeting of the association under clause 16.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members is to be 13.
- (3) The office-bearers of the association are as follows:
 - (a) the President
 - (b) the Vice-president
 - (c) the Treasurer
 - (d) the Secretary/Public Officer.
- (4) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (5) 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.
- (6) Newly elected members of the committee at the annual general meeting shall attend final yearly committee meetings to facilitate "handing over" responsibilities.

16 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected. Further nominations for the vacant positions are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies. (Refer to casual vacancies Clause 23)
- (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 secret ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a financial member of the association.

17 President

- (1) Chairs all committee meetings, Annual General Meetings and special meetings.
- (2) Reports to the Annual General Meeting on the activities of the association for the preceding year.
- (3) Is the official administrator of the website and other electronic media of the association.

18 Vice President

- (1) Assists the President as directed.
- (2) Undertakes the role of President in the absence of the President.

19 Secretary/Public Officer

- (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 in writing of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings, Annual General 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 subclause (3).
- (5) It is the duty of the Secretary to maintain the register of members of the association.
- (6) In the role of Public Officer, after the Annual General Meeting, the Secretary must send the Annual Statement of Financial Affairs to the Department of Fair Trading along with the fee required.

20 Treasurer

- (1) Ensures that all money due to the association is collected and received and that all payments authorised by the association are made, and

- (2) Ensures that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.
- (3) Ensures insurance coverage required by the committee is maintained.
- (4) Prepares financial reports for the committee.
- (5) Submits a financial report at the annual general meeting.

21 Musical Director

- (1) The Musical Director is not a member of the association but is an ex-officio member of the committee.
- (2) The Musical Director shall be appointed by the association at the Annual General Meeting in each year.
- (3) The Musical Director is required to attend committee meetings to report on musical matters.
- (4) The Musical Director is not entitled to vote on any administrative or financial matters at committee meetings or at the annual general meeting or any general meeting of the association.
- (5) The Musical Director shall have authority to choose and decide upon the musical works to be performed by the association, in consultation with the committee.
- (6) The Musical Director shall have the general supervision and control of the members during rehearsal and performances, including the final determination of the suitability of new members following an audition if required.

22 Accompanist

- (1) The Accompanist is not a member of the association.
- (2) The Accompanist shall be appointed by the association at the annual general meeting in each year.
- (3) The Accompanist shall comply with the musical direction of the Musical Director.

23 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:
 - (A) if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 24 or
 - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) 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
 - (i) 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.
- (B) if nominations are insufficient at an Annual General Meeting for any committee position.

24 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Committee meetings and quorum

- (1) The committee must meet at least three (3) times in each period of twelve (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 by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least forty-eight (48) hours (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 subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any seven (7) 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.

26 Appointment of association 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 23 applies.

27 Use of technology at committee meetings

- (1) A committee meeting may be held at two (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.

28 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) 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.

29 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 person presiding may exercise a second or casting vote.
- (3) Subject to clause 25(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

30 Annual General Meetings - holding of

- (1) The association must hold its first Annual General Meeting within eighteen (18) months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within six (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.
 - (c) The association's financial year shall end on 30th September.

31 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the association is, subject to the Act and to clause 34(2), 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, especially the President
 - (c) to elect office-bearers of the association and ordinary 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.

32 Special General Meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The committee must, on the requisition of at least 5% 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, or electronic transmission, 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, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (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 subclause (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 subclause (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.

33 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 in writing to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) 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 twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice in writing to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (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 31(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.

34 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) 25% of 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 at the same place (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).
- (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 15% of members are to constitute a quorum.

35 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.

36 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 fourteen (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 subclauses (1) and (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.

37 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 42 applies any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot, a secret written ballot must be held.
- (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) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a secret written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

38 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

39 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (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.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

40 Proxy votes permitted

- (1) Members are entitled to vote by proxy at general meetings.
- (2) A member is not entitled to hold more than one proxy vote at any general meeting or an Annual General Meeting.

41 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

42 Use of technology at general meetings

- (1) A general meeting may be held at two (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 the society 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

43 Insurance

The association may effect and maintain insurance.

44 Funds source

- (1) The funds of the association are to be derived from 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 and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

45 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) The Public Officer and office bearers of the association are to be the authorised signatories for the association, for the period during which they hold those positions.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) authorised signatories.

46 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.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

47 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

48 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 a committee member.

49 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.

50 Inspection of books etc

- (1) The following documents must be available to a member of the association:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association,
- (2) A copy of this constitution is to be available on the association website.
- (3) Despite subclauses (1) and (2), 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.

51 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person 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, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

52 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 September, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 October and ending on the following 30 September.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.