

# U3A Bermagui & District Inc.

## CONSTITUTION

Approved by the Membership by Special Resolution at the Annual General Meeting on 20<sup>th</sup> November 2024.

### Introduction

#### 1. Aim

1.1. To provide an organised focus of the University of the Third Age movement (known as U3A) in the area of Bermagui and surrounding district by providing affordable learning opportunities, wherever possible, utilising the skills and abilities of the members themselves and allowing payment to non-members as required.

#### 2. To achieve our aim

2.1. We will offer all members a varied curriculum including informative, cultural, creative or health and well-being related courses, organised by members and others at various locations. Any items, funds or benefits resulting from these activities will be used to promote the aim of U3A Bermagui & District Inc.

2.2. To do all things that are conducive to the attainment of these aims.

#### 3. The Principles of U3A Bermagui & District Inc.

- To use the skills and abilities of the members themselves, but with no motive of personal gain.
- There are no qualifications for membership, and no awards, degrees or diplomas will be given.
- The emphasis is on learning for enjoyment and includes an emphasis on the values of improving skills and knowledge.
- Learning takes place in a friendly, supportive, social environment.
- The curriculum of the U3A is determined by the needs/preferences of members and according to the resources available to it.
- The association will be financed principally by membership fees, and grants for specific projects.
- Members are encouraged to either voluntarily teach or to offer themselves in other ways to assist in the operation of the association.
- To be at all times, non-political, secular and non-sectarian in our approach.

#### 4. Conduct Guidelines

##### 4.1. Respect:

Our U3A members demonstrate respect through treating each other with courtesy and care and listening to others' differing viewpoints. Discrimination, bullying, abuse, victimisation and harassment of any kind will not be permitted within our U3A.

##### 4.2. Inclusion:

Our U3A members demonstrate inclusion by allowing space for all and encouraging participation. We support and encourage diversity within our membership.

##### 4.3. Safety:

At our U3A all members show concern for each other's safety through the provision and maintenance of safe and supportive learning environments.

## PART 1 – PRELIMINARY

### Definitions

1. In this constitution:

U3A Bermagui & District Inc. means University of the Third Age located in Bermagui and the surrounding district, incorporated under the Act.

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

Office-bearer of the association means a committee member of the association who holds one or more of the following positions:

- (a) the president
- (b) the vice-president
- (c) the treasurer
- (d) the secretary
- (e) the curriculum coordinator

Secretary means:

- (a) the person holding office under this constitution as secretary of the association or
- (b) if no such person holds that office, the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

Committee meeting means a meeting of ordinary committee members and the office bearers of the association.

U3A Bermagui & District Inc. membership year means 12 months from the date of joining

U3A Bermagui & District Inc. financial year means 1st October to 30th September.

U3A Bermagui & District Inc. program year means 1st January to 31st December

The Act' means the Associations Incorporation Act, 2009.

'The Regulation' means the Associations Incorporation Regulation, 2016.

A reference to a function includes a reference to a power, authority and duty, and

A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2. 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 these rules were an instrument made under the Act.

## **PART 2 – MEMBERSHIP**

### **Membership generally**

3. A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person completes and submits U3A Bermagui & District Inc 'Application for Membership / Membership Renewal' form along with the annual membership fee and any joining fee as may be determined from time to time as described on the form.
  - (c) the person agrees to support the principles of the association and abide by its Constitution.
4. Application for membership
  - 4.1. An application by a person for membership of the association:
    - (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 secretary of the association.
  - 4.2. Acceptance of the completed form and fee payment as specified in clause 2.1 (b) shall be sufficient to determine the successful application for membership or membership renewal, notwithstanding the fact the committee has the right to reject an application for membership/membership renewal.
  - 4.3. The secretary (or other committee member if so delegated by the committee) must upon receipt of the 'Application for Membership / Membership Renewal' form and fee payment issue an annual membership card and enter or cause to be entered the applicant's name in the register of members.
  - 4.4. A nomination for life membership of the association can be made by any committee member at a properly constituted meeting of the committee of the association. Life members are exempt from paying annual membership fees.
5. Cessation of membership
  - 5.1. A person ceases to be a member of the association if the person:
    - (a) dies, or
    - (b) resigns membership, or
    - (c) is expelled from the association, or
    - (d) fails to pay the annual membership fee
6. Membership entitlements not transferable
  - 6.1. A right, privilege or obligation which a person has by reason of being a member 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.
7. Resignation of membership
  - 7.1. A member of the association may resign from membership of the association by giving written notice to the secretary.
  - 7.2. If a member of the association ceases to be a member under sub-clause 5.1 and in every other case where a member ceases to hold membership, the secretary (or other committee member if so delegated by the committee) must make an

appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8. Register of members**

- 8.1. The secretary (or other committee member if so delegated by the committee) of the association must establish and maintain a register of members 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 of the association together with the date on which the person became a member.**
- 8.2. 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, at the association's official address (being the residential address of the public officer).**
- 8.3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.**
- 8.4. A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.**
- 8.5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.**
- 8.6. 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.**
- 8.7. If the register of members is kept in electronic form:**
  - (a) it must be convertible into hard copy, and**
  - (b) the requirements in subclauses 6.2 and 6.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.**

## **9. Fees and subscriptions**

- 9.1. A new member of the association may be required to pay a joining fee.**
- 9.2. A member of the association pays an annual membership fee.**
- 9.3. All fees will be determined by the elected committee and notified to the members prior to each renewal period.**

## **10. Members' liabilities**

- 10.1. 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 7.**

## **11. Resolution of disputes**

- 11.1. Confidentiality will underpin the investigation and resolution of any alleged conduct dispute.**
- 11.2. Any disputes in relation to alleged inappropriate conduct will be, in the first instance, referred to the Executive of the U3A Bermagui and District Management Committee. If the dispute involves a member of the Management Committee, that**

member will take leave from the Management Committee until the dispute is satisfactorily resolved.

11.3. A member of the Executive will investigate the dispute with a view to gaining a resolution. Should either member seek a non-Executive and independent U3A Bermagui and District member to mediate, this will be sought. Disputes that cannot be satisfactorily resolved through the Executive, or the independent mediator, will be referred to the Community Justice Department under the Community Justice Centres Act 1983 for mediation.

## 12. Disciplining of members

12.1. 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.

12.2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

12.3. 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.

12.4. 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.

12.5. 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.

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 11 whichever is the later.

## 13. Right of appeal of disciplined member

13.1. A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

13.2. 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.

13.3. On receipt of a notice from a member under sub-clause 11.1, 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.

13.4. At a general meeting of the association convened under sub-clause 11.3:

- (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.
- 13.5. 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**

- 14.1. 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 such functions as 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 such acts and do all such things as 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**

- 15.1. The committee is to consist of:
- (a) the office-bearers of the association; and
  - (b) at least 3 ordinary members each of whom is to be elected at the annual general meeting of the association under clause 14.
  - (c) the committee may require that the public officer be a committee member.
- 15.2. The total number of committee members is to be a minimum of 7, and maximum of 12 and to that effect the committee has the power to co-opt committee members as necessary.
- 15.3. The office-bearers of the association are as follows:
- (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary,
  - (e) the curriculum coordinator.
- 15.4. A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- 15.5. No office bearer or shall hold the same office or position for more than three consecutive years.
- 15.5.1. If there are no nominations for a particular office bearer position the committee may appoint a member to the vacant position(s) as per 17.1 (casual vacancies).
- 15.6. 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.

#### **16. Election of committee members**

- 16.1. 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 ten (10) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.2. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- 16.3. The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- 16.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.6. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and any vacant positions remaining on the committee are taken to be casual vacancies.
17. Casual vacancies
- 17.1. 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.
- 17.2. 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 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 21; or
  - (f) becomes a mentally incapacitated person; or
  - (g) is absent without the consent of the committee from three (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.
18. Secretary
- 18.1. 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.
- 18.2. 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 meeting.

- (d) maintain a file for correspondence written to and by members of the committee
  - (e) be responsible for notifying committee members of meetings
  - (f) other duties required under the Act.
- 18.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 18.4. The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 16.3.

## 19. Treasurer

- 19.1. It is the duty of the treasurer of the association to ensure:
- (a) that all money due to the association is collected and received and that all payments authorised by the association are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association; and
  - (c) prepare monthly statements for ratification by the committee and prepare an end of year statement for the purpose of audit (if necessary), the Annual General Meeting and Department of Fair Trading and
  - (d) other duties required under the Act.

## 20. Public Officer

- 20.1. The Public Officer is responsible for lodging documents and is the primary contact of the Association. A vacancy in this position requires notification to the Department of Fair Trading within 14 days of the vacancy occurring.
- 20.2. The Public Officer ensures that all insurance policies required by the Association are current and that all necessary premiums have been paid.
- 20.3. The Public Officer is required to notify the relevant State Government authority or authorities as prescribed by law in the following circumstances:
- (a) within 14 days of his/her appointment
  - (b) within 14 days of his/her residential address
  - (c) within 1 month of change of Association objects/rules
  - (d) within 1 month of change of Association name
  - (e) within 1 month of the annual general meeting shall lodge the appropriate annual financial form.
  - (f) other duties required under the Act

## 21. Removal of committee members

- 21.1. The association in general meeting may by resolution remove any member of the committee from the office of 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.
- 21.2. If a member of the committee to whom a proposed resolution referred to in subclause 19.1 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.

## 22. Committee meetings and quorum



- 22.1. The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 22.2. Additional meetings of the committee may be convened by the president or by any member of the committee.
- 22.3. Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 22.4. Notice of a meeting given under sub-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 agree to treat as urgent business.
- 22.5. Any five (5) members of the committee (of which three (3) must be office bearers) constitute a quorum for the transaction of the business of a meeting of the committee.
- 22.6. 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, or as otherwise practical.
- 22.7. 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.
- 22.8. 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, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
23. Appointment of association members as committee members to constitute quorum
  - 23.1. 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.
  - 23.2. 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.
  - 23.3. This clause does not apply to the filling of a casual vacancy to which clause 16 applies.
24. Use of technology at committee meetings
  - 24.1. 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.
  - 24.2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
25. Delegation by committee to sub-committee
  - 25.1. 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.
- 25.2. 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.
- 25.3. 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.
- 25.4. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 25.5. 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.
- 25.6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 25.7. A sub-committee may meet and adjourn as it thinks proper.

## 26. Teams

- 26.1. The committee may appoint teams to undertake specific functions within the association. Each team is required to report to each meeting of the committee.

## 27. Voting and decisions

- 27.1. 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 subcommittee present at the meeting.
- 27.2. 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 equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.3. Subject to clause 20.5, the committee may act despite any vacancy on the committee.
- 27.4. Any act or thing done or suffered, or purported 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 subcommittee.

## **PART 4 - GENERAL MEETINGS**

### **28. Annual general meetings - holding of**

- 28.1.** The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 28.2.** The association must hold its annual general meetings:
- 28.3.** within 6 months after the close of the association's financial year, or
- 28.4.** within any later time as may be allowed or prescribed under section 37 (2) (b) of the Act.

### **29. Annual general meeting - calling of and business at**

- 29.1.** The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on the date and at the place and time as the committee thinks fit.
- 29.2.** 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 office-bearers of the association and ordinary committee members;
  - (d)** to receive and consider any financial statement or report which is required to be submitted to members under the Act.
- 29.3.** An annual general meeting must be specified as such in the notice convening it.

### **30. Special general meetings - calling of**

- 30.1.** The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 30.2.** The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- 30.3.** 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, and
  - (e)** may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4.** 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.
- 30.5.** A special general meeting convened by a member or members as referred to in sub-clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- 30.6.** For the purpose of subclause 28.3:
  - (a)** a requisition may be in electronic form, and
  - (b)** a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **31. Notice**

- 31.1. 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 at the meeting.**
- 31.2. 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 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 sub-clause 30.1, the intention to propose the resolution as a special resolution.**
- 31.3. 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 29.2.**
- 31.4. 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.**

### **32. Quorum for general meetings**

- 32.1. 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.**
- 32.2. Five 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.**
- 32.3. 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.**
- 32.4. 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.**

### **33. Presiding member**

- 33.1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.**
- 33.2. 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.**

### **34. Adjournment of general meetings**

- 34.1. 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.**

- 34.2. 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.
- 34.3. Except as provided in sub-clauses 32.1 and 32.2, 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.
- 35. Making of decisions**
- 35.1. 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 39 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.
- 35.2. 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.
- 35.3. Subclause 33.2 applies to a method determined by the committee under subclause 33.1(a) in the same way as it applies to a show of hands.
- 35.4. 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.
- 36. Special resolutions**
- 36.1. A special resolution may only be passed by the association in accordance with section 39 of the Act.
- 37. Voting**
- 37.1. On any question arising at a general meeting of the association a member has one vote only.
- 37.2. 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.
- 37.3. 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.
- 37.4. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- 38. Proxy votes not permitted**
- 38.1. Proxy voting must not be undertaken at or in respect of a general meeting.
- 39. Postal or electronic ballots**
- 39.1. 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 11).
- 39.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.
- 40. Use of technology at general meetings**

- 40.1. 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.
- 40.2. 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**

### **41. Insurance**

- 41.1. The association must affect and maintain insurance as required by the Act.

### **42. Funds - source**

- 42.1. The funds of the association are to be derived from any and all fees, donations and such other sources as the committee determines in furtherance of the objectives of the association.
- 42.2. 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.
- 42.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt except where payment is made by direct deposit to the association's account in which circumstance the member's bank statement shall be deemed a sufficient receipt.

### **43. Funds - management**

- 43.1. 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 such manner as the committee determines.
- 43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised signatories.

### **44. Association is non-profit**

- 44.1. 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.

### **45. Distribution of property on winding up of association**

- 45.1. 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.
- 45.2. 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.

### **46. Change of name, objects and constitution**

- 46.1. 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.

### **47. Custody of books etc**

**47.1.** 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.

**48. Inspection of books etc**

**48.1.** The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

**48.2.** A member of the association may obtain a copy of any of the documents referred to in sub-clause 46.1 on payment of a fee of not more than \$1 for each page copied.

**48.3.** Despite subclauses 46.1 and 46.2 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.

**49. Service of notices**

**49.1.** 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 electronic transmission to an address specified by the person for giving or serving the notice.

**49.2.** 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 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.

**50. Financial year**

**50.1.** 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<sup>th</sup> September and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1<sup>st</sup> October and ending 30<sup>th</sup> September.

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