

**Constitution of**  
**MacMasters Beach Progress Association Incorporated**  
**Adopted by special resolution dated 9<sup>th</sup> December 2024**

**Incorporation**

The MacMasters Beach & District Progress Association was incorporated under that name on 19<sup>th</sup> July 2005 and registered as INC9884062

**Objects**

- i. To protect, preserve and enhance the District's landscape and natural resources, its character and amenity, for the benefit of present and future landholders, residents and visitors;
- ii. Protect and preserve the low rise and non commercial features of MacMasters Beach;
- iii. Support community care and connection;
- iv. Encourage awareness of living in harmony with the native wildlife and protect their habitat;
- v. To provide means where members may come together to express views and discuss issues pertaining to MacMasters Beach and District;
- vi. To express and represent the views of its members to local and state governments and other authorities .
- vii To support, co-operate and/or affiliate with other bodies or associations with similar objects, for the more effective furtherance of these and similar objects.

**Governing Legislation**

The Association is governed by the Associations Incorporation Act 2009. This constitution is based upon the model constitution prepared by NSW Fair Trading 31<sup>st</sup> May 2024 to cover matters required by Schedule 1 Associations Incorporation Act 2009 (the Act).

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## Part 1 Preliminary

### 1 Definitions

- (1) In this constitution:

**committee member** means an office-bearer or ordinary committee member.

**exercise** a function includes perform a duty.

**function** includes a power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 15(1)(a).

**ordinary committee member** means a committee member who is not an office-bearer.

**register of members** means the register of members maintained under clause 4.

**secretary**, of the association, means:

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

**special general meeting**, of the association, means a general meeting of the association other than an annual general meeting.

**subcommittee** means a subcommittee established under clause 21.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2022*.

**Note:** The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

## Part 2 Members of association

### 2 Membership generally

- (1) An individual is taken to be a member of the association if:

- (a) the person applied to be a member under clause 3(1) and the application has been approved by Committee, or
- (b) the person was one of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or
- (c) the person was:
  - (i) for an unincorporated body registered as the association - a member of the body immediately before the registration, or
  - (ii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or
  - (iii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.

- (2) A person who is not an individual is not eligible to be a member of the association.

### **3 Membership applications**

- (1) A person being
  - (a) a landholder or adult resident of MacMasters Beach;
  - (b) or any member of their immediate family 18 years or over;
  - (c) or any existing member of the Association now residing outside Macmasters Beach.

may become a member of the Association with full voting rights on payment of the Annual Subscription Fee

- (2) A person living outside MacMasters Beach may join as a member without voting rights.
- (3) An application by a person to be a member of the association must be:
  - (a) made in writing, and
  - (b) in the form determined by the committee, and
  - (c) lodged with the secretary.
- (4) The committee may determine that an application may be made or lodged by email or other electronic means.
- (5) The secretary must refer any new application to the committee as soon as practicable after receiving the application.
- (6) The committee may approve or reject the application based on the criteria in 3(1).
- (7) The applicant is required to pay the annual subscription fee payable under clause 5 within 28 days from the date the completed application is submitted.
- (8) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee in accordance with subclause (5)(b).
- (9) The applicant becomes a member once the applicant's name is entered in the register.

### **4 Register of members**

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal or email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the association's main premises, or
    - (ii) if the association has no premises - at the association's official address, and
  - (d) must be available for inspection, free of charge, by members at a reasonable time, and
  - (e) if kept in electronic form - must be able to be converted to hard copy.

- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **5 Fees and subscriptions**

- (1) A member must pay to the association an annual subscription fee of \$2, or another amount determined by the committee:
  - (a) if the member becomes a member on or after the first day of the financial year of the association in a calendar year:
    - (i) in accordance with clause 3(7) and
    - (ii) before the first day of the financial year of the association in each subsequent calendar year, or
  - (b) otherwise within three months of the first day of the financial year of the association in each calendar year.

## **6 Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

## **7 Disciplinary action against members**

- (1) A person may make a complaint to the committee that a member of the association has:
  - (a) failed to comply with a provision of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the

complaint, and

- (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the committee for taking the action, and
  - (c) the member's right of appeal under clause 8.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 8.

## **8 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
  - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

## **9 Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
  - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the

Community Justice Centre, the dispute must be referred to arbitration.

- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## **10 Honorary Life Membership**

a) In recognition of services rendered to the Association and/or the community, Honorary Life Membership may be conferred upon a member by a special resolution of voting members attending a Special General Meeting.

b) Nominations for Honorary Life Membership shall be in the form of a Notice of Motion presented at a Special General meeting prior to the Special General Meeting where the special resolution is to be voted.

## **11 Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

## **12 Member resignation**

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

## **13 Cessation of membership**

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the annual subscription fee payable under clause 5(2) within 3 months of the due date.

# **Part 3 Committee**

## *Division 1 Constitution*

### **14 Functions of 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 general affairs of the association, and
- (b) prudently manage the financial affairs of the association seeking approval from membership at a general meeting for any expenditure over \$1,000 or another amount as agreed by ordinary resolution at a general meeting and
- (c) may exercise all the functions that may be exercised by the association, other than a

- function that is required to be exercised by the association in general meeting, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

## **15 Composition of committee**

- (1) The committee may have 7 members with a minimum of 3 members, as elected in accordance with clause 16, consisting of:
- (a) the following office-bearers:
- (i) the president,
  - (ii) the vice-president,
  - (iii) the secretary,
  - (iv) the treasurer,
  - (v) the communications manager,
  - (vi) the hall manager.
- (b) And 1 committee member.

**Note** - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.
- (3) A committee member will also hold the position of public officer.

## **16 Election of committee members**

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
- (a) made in writing, and
  - (b) signed by at least two members of the association, not including the candidate, and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
- (a) the candidates nominated are taken to be elected, and
  - (b) a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.



## 17 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is a limit of three consecutive years for which a committee member may hold the offices of the President or Vice President but no limit for the other offices.
- (4) The first three year period commences as of the annual general meeting 2025.
- (5) In the event there are no nominations for President or Vice President Clause 17 (3) may be waived by Special Resolution.
- (6) On vacating office, the committee members shall hand over to their successors all books, documents, stationery and finance within seven days.

## 18 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) resigns from office by written notice given to the secretary, or
  - (d) is removed from office by the association under this clause, or
  - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The association in a general meeting may appoint a member of the association

to fill a casual vacancy.

- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## 19 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
  - (a) all elections of committee members, and
  - (b) the names of committee members present at a meeting of the committee or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
    - (i) the member who presided at the meeting, or
    - (ii) the member presiding at the subsequent meeting.
- (4) The secretary must monitor the incoming mail and emails and raise any correspondence and proposed response (apart from standard administrative matters) at a committee meeting which should be called if urgent.

## 20 Treasurer

The treasurer of the association must ensure—

- (a) all money owed to the association is collected, and
- (b) all payments authorised by the association are made, and
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

## 21 Delegation to subcommittees

- (1) The committee may:
  - (a) establish one or more subcommittees to assist the committee to exercise the committee's functions, and
  - (b) appoint one or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.

**Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

## 22 Committee meetings

- (1) The committee must meet at least three times in each twelve month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

## 23 Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business that the committee members present at the meeting unanimously agree is urgent business.

## 24 Quorum

- (1) The quorum for a meeting of the committee is 3 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, and
  - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

## 25 Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
  - (a) the president,
  - (b) if the president is absent - the vice-president,
  - (c) if both the president and vice-president are absent - one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

## 26 Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

## 27 Acts valid despite vacancies or defects

- (1) Subject to clause 23(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

## 28 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

**Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

## Part 4 General meetings of association

### 29 Annual general meetings

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:
  - (a) 6 months of the last day of the association's financial year, or
  - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:

- (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
- (b) receiving reports from the committee on the association's activities during the previous financial year,
- (c) electing office-bearers and ordinary committee members,
- (d) electing an Honorary Auditor to audit books of account at least once yearly,
- (e) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

**Note:** The Act, section 37(1) and (2) provides for when annual general meetings must be held.

### **30 Special general meetings**

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
  - (a) must be in writing, and
  - (b) must state the purpose of the meeting, and
  - (c) must be signed by the members making the request, and
  - (d) may consist of more than 1 document in a similar form signed by one or more members, and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within one month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### **31 Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
  - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
  - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an annual general meeting - business referred to in clause 29(4).
- (4) A member may give written notice to the secretary of business the member wishes to

raise at a general meeting.

- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

## **32 Resolutions**

- (1) A person who speaks for or against a motion or votes on any resolution at any Association or Committee meeting shall declare a direct or indirect pecuniary interest in any matter under discussion.
- (2) An ordinary resolution is passed if more than half of the formal votes cast support it. Most decisions at a general meeting are made by ordinary resolution.
- (3) A special resolution is passed if at least three-quarters of the votes cast support it.
- (4) A special resolution is required for:
  - (a) changing the association's name;
  - (b) changing the association's objects;
  - (c) changing the association's constitution;
  - (d) applying for registration by an unincorporated group;
  - (e) amalgamating with another registered association;
  - (f) an existing corporation seeking to register as an association;
  - (g) an existing registered association applying to transfer incorporation voluntarily winding up or cancelling the registered association and distributing property;
  - (h) conferring honorary life membership;
  - (i) waiving the requirement of yearly audit by an honorary auditor, not exceeding three consecutive years after which if an honorary auditor can not be found a paid auditor must be engaged for all the missing years.

## **33 Quorum**

- (1) The quorum for a general meeting is six members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
  - (a) if called on the request of members - is dissolved, or
  - (b) otherwise - is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **34 Adjourned meetings**

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **35 Presiding member**

- (1) The following member presides at a general meeting:
  - (a) the president,
  - (b) if the president is absent - the vice-president,
  - (c) if both the president and vice-president are absent - one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

### **36 Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the association.
- (2) Each member has one vote, except as provided by clause 35(2)(b).
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 38 applies - an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least five members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member may not cast a vote by proxy.

### **37 Postal, electronic or combined ballots**

- (1) The association may hold a postal, electronic or combined ballot, as determined by the

committee, to decide any matter other than an appeal under clause 8.

- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **38 Transaction of business outside meetings or by telephone or other means**

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

### **39 Meeting Procedure**

The procedure of meetings of the Association shall be in accordance with JOSKE'S (Law and Procedure at Meetings in Australia), unless otherwise provided for in this Constitution

## **Part 5 Administration**

### **40 Change of name, objects or constitution**

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

### **41 Funds**

- (1) The association's funds may be derived from :
  - (a) the annual subscription fees payable by members,
  - (b) donations and,
  - (c) such other sources as determined by the committee and passed by ordinary resolution of members in a general meeting.
- (2) Subject to a resolution passed by the association in a general meeting, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
  - (a) deposit the money, without deduction, to the credit of the association's



authorised deposit-taking institution account, and

- (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by two authorised signatories.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

## **42 Insurance**

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

## **43 Non-profit status**

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

**Note:** See the Act, section 40.

## **44 Service of notices**

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
- (a) by delivering the notice to the person personally, or
  - (b) by sending the notice by pre-paid post to the address of the person, or
  - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
- (a) for a notice given or served personally - on the date on which the notice is received by the person, or
  - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
  - (c) for a notice sent by electronic transmission:
    - (i) on the date the notice was sent, or
    - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

## **45 Custody of records and books**

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 association's main premises, in the custody of either of the following persons, as determined by the committee:
  - (i) the public officer,
  - (ii) a member of the association, or
- (b) if the association has no premises - at the association's official address, in the custody of the public officer.

## **46 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:

- (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the association,
  - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
- (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
- (a) that relates to confidential, personal, commercial, employment or legal matters, or
  - (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

## **47 Financial year**

The association's financial year :

the period commencing on the date of incorporation of the association and ending on the following 31<sup>st</sup> December, and

- (a) each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following 31<sup>st</sup> December.

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

## **48 Distribution of property on winding up**

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
- (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:
- surplus property*** has the same meaning as in the Act, section 65.