

Tarago and District Progress Association Incorporated Constitution

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Association Purpose

The Tarago and District Progress Association Incorporated (TADPAI) exists to promote the Social and Economic Development of Tarago Village and District.

The Constitution

Part 1 Preliminary

1 Definitions

(1) In this Constitution:

TADPAI is the abbreviation for Tarago and District Progress Association Incorporated. Hereafter, TADPAI is referred to as the “Association”.

ordinary member means a member of the Association who is not an office-bearer of the Association.

the Act means the [Associations Incorporation Act 2009](#).

the Regulation means the [Associations Incorporation Regulation 2016](#).

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the [Interpretation Act 1987](#) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 Membership

2 Membership generally

- (1) A person or organisation is eligible to be a member of the Association if:
 - (a) the person is a natural person of the age of 16 years or older, or
 - (b) the organisation is a Community Group that provides community services in and around the Tarago District, and
 - (c) the person or Community Group has applied and been approved for membership of the Association in accordance with clause 3.
- (2) Members are classified as:
 - (a) ordinary,
 - (b) Community Group.
- (3) Community Group members
 - (a) A Community Group member is an eligible organisation that has:
 - (i) complied with any conditions of membership imposed by TADPAI; and
 - (ii) been accepted as a Community Group member at an Annual General Meeting or an ordinary general meeting.
 - (b) A Community Group representative may attend and speak at any ordinary general or annual general or special general meeting on behalf of the community group that they represent,
 - (c) A Community Group shall not be elected to the Executive.

3 Application for membership

- (1) An application for membership of the Association:
 - (a) must be made in writing (in a format determined by the Executive and may include circulation by email or other electronic means), and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the next meeting of the Association, where the members present in the meeting determine whether to approve or to reject the application.
- (3) As soon as practicable after the members makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Executive so determines) that the members approve or reject the application (whichever is applicable), and
 - (b) if the members approve 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 entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts 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

Membership of the Association ceases if:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted, and
- (b) terminates on cessation of membership.

6 Resignation of membership

- (1) A member of the Association may resign from membership of the Association by giving the secretary written notice of the member's intention to resign.
- (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.

7 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 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.
- (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.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (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 or printed.
- (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.
- (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.
- (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 (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member of the Association must, on application for membership, pay to the Association a joining fee of \$5 or, if some other amount is determined by the membership, that other amount. If membership lapses by more than 3 months the joining fee will become payable (again) on re-joining the association.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an annual membership fee of \$5 or, if some other amount is determined by the membership, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the Association in any calendar year—on becoming a member and before the first day of the financial year of the Association in each succeeding calendar year.

9 Members' liabilities

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.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) 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* or other accredited alternative dispute resolution service provider as may be agreed between those members being referred.
- (2) If a dispute is not resolved by mediation within 3 months or other reasonable time frame the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Executive 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 Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive decides to deal with the complaint, the Executive:
 - (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 Executive in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Executive may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive 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 Executive for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association at an ordinary general meeting against a resolution of the Executive 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.
- (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 Executive, which is to convene an ordinary general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At an ordinary 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 Executive 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 Executive

13 Powers of the Executive

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting, the Executive:

- (a) is to control and manage the affairs of the Association, and
- (b) is to represent, articulate and implement the expressed views and wishes of the ordinary and Community Group members based on a majority vote of the members at an ordinary, annual or special general meeting, and
- (c) 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 an ordinary, annual or special general meeting of members of the Association, and
- (d) has power to perform all the acts and do all things that appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association, and
- (e) is authorised to expend Association funds on urgent issues and recurrent expenses. Examples may include urgent maintenance, safety or unforeseen circumstances, ie flowers for a funeral. All such expenditure shall be reported at next association meeting.

14 Composition and membership of Executive

- (1) The Executive is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least 3 ordinary committee members,
each of whom is to be elected at the annual general meeting of the Association under clause 15
- (2) The total number of Executive members is to be 7.
- (3) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary,
- (4) An Executive member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) An Executive member cannot hold the same office for more than two consecutive terms, except where no other member is prepared to be elected to that office.
- (6) Each member of the Executive is, subject to this Constitution, to hold office until immediately before the election of Executive members at the annual general meeting next following the date of the member's election and is eligible for re-election.

15 Election of Executive 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 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 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 Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Executive members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the Executive 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 member of the Association

16 Secretary

- (1) The secretary of the Association is:
 - (a) the person holding this office under this Constitution, or
 - (b) appointed by the Executive to fill a casual vacancy, or
 - (c) if no person holds that office - the Public Officer of the Association, andmust, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Association, and
 - (b) the names of members of the Executive present at any meeting, and
 - (c) all proceedings at meetings
- (3) Minutes of proceedings at a meeting must be formally accepted as true and accurate record of the meeting at the next succeeding meeting.

Note. A motion, seconded, noting any dissention, approval and recorded in the minutes is an acceptable form of record.

17 Treasurer

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.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Executive, the Executive 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 Executive occurs 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 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without apology from 3 consecutive meetings, 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.

19 Removal of Executive members

- (1) An ordinary general meeting may by resolution remove any member of the Executive from office 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 Executive 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.

20 Executive meetings and quorum

- (1) The Executive must meet at least 6 times in each period of 12 months at the place and time that the Executive may determine.

- (2) Additional meetings of the Executive may be convened by the president or by any member of the Executive.
- (3) Oral or written notice of a meeting of the Executive must be given by the secretary to each member of the Executive at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive) 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 Executive members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive form a quorum for an Executive meeting.
- (6) No business is to be transacted by the Executive 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 Executive:
 - (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 Executive chosen by the members present at the meeting is to preside.

21 Appointment of Association members as Executive members to constitute quorum

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

22 Use of technology at Executive meetings

- (1) An Executive meeting may be held at 2 or more venues using any technology approved by the Executive that gives each of the members a reasonable opportunity to participate.
- (2) A member who participates in an Executive meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Executive to a sub-committee

- (1) The Executive may, by an instrument in writing, delegate to one or more sub-committee (consisting of the member or members of the Association that the Executive thinks are fit) to exercise any of the functions of the Executive that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Executive by the Act or by any other law,
 - (c) appoint a sub-committee chair/co-ordinator.
- (2) A function the exercise of which has been delegated to a sub-committee chair/co-ordinator under this clause may, while the delegation remains unrevoked, be exercised from time to time by the chair/co-ordinator in accordance with the terms of the delegation. (While the delegation is valid, the executive allocates power to the sub-committee chair/co-ordinator and allows them to make decisions within the delegation as needed).
- (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 Executive may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a chair 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 Association.
- (6) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee chair/co-ordinator, for example “a hall booking officer” may convene function meetings as they think proper.
- (8) The sub-committee chair/co-ordinator may invite Association members and non-members (due to their special expertise or interest) to participate in the sub-committee.

24 Voting and decisions

- (1) Questions arising at any meeting of the Executive or of any sub-committee chair/co-ordinator appointed by the Executive are to be determined by a majority of the votes of members present at an Association meeting.
- (2) Each member present at an Executive meeting (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 20 (5), the Executive may act despite any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee chair/co-ordinator, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

Part 4 Association (TADPAI) meetings

TADPAI has three types of general meetings. These are:

TADPAI Constitution

- Ordinary General Meeting. Most work is managed at general meetings usually held monthly.
- Annual General Meeting. A general meeting that is required annually by the Act.
 - Special General Meeting. A general meeting that is called to deal with a special resolution in accordance with the ACT.

Individual meeting types have specific clauses that are applicable to the type of meeting being conducted.

The table below details clauses that applicable to each meeting type

Clause/Title	Ordinary General Meeting	Annual General Meeting	Special General Meeting
25. Annual general meeting – holding of	N	Y	N
26. Annual general meeting – calling of and business at	N	Y	N
27. Ordinary General or Special general meeting – Calling of	Y	N	Y
28. Notice	para 1,3,4	para 1,3,4	para 2,3,4
29. Quorum	Y	Y	Y
30. Presiding member	Y	Y	Y
31. Adjournment	Y	Y	Y
32. Making of decisions	Y	Y	N
33. Special resolutions	N	N	Y
34. Voting	Y	Y	Y
35. Proxy voting	Y	Y	Y
36. Postal or electronic ballots	Y	Y	Y
37. Use of technology at all general meetings	Y	Y	Y

25 Annual general meetings - holding of

- (1) The definition of an annual general meeting is defined within the Act.
- (2) The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the Executive 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 Executive reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers and ordinary members of the Association Executive,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Ordinary General or Special general meetings - calling of

- (1) Not used.
- (2) The Executive may, whenever it thinks fit, convene an ordinary general or special general meeting of the Association.
- (3) The Executive must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- (4) 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.
- (5) If the Executive 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.
- (6) 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 an ordinary general meeting convened by the Executive.
- (7) 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.

28 Notice

- (1) an ordinary general meeting requires the secretary to, at least 14 days before the date fixed for the holding of the ordinary 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.
- (2) If the nature of the business proposed to be dealt with at an ordinary 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 ordinary general meeting, cause notice 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.
- (3) No business other than that specified in the notice convening an ordinary 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).
- (4) A member desiring to bring any business before an ordinary general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling an ordinary general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

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

30 Presiding member

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

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, may adjourn the meeting to another time and place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in 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.

32 Making of decisions

- (1) A question arising at a general meeting is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Executive 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.
- (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 Executive 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 written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

A special resolution is passed by an association as a special resolution if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

34 Voting

- (1) On any question arising at a general meeting a member has one vote only. If a community group is represented by an ordinary member, that community group must notify the Secretary of a proxy vote as required in clause 35.
- (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 unless all money due and payable by the member has been paid.

35 Proxy vote

Proxy votes are permitted at or in respect of an ordinary, annual or special general meeting. A member of the association prior to a general meeting must notify the Secretary in writing (including by email or other electronic means) of the name of the person who has been delegated to exercise a proxy vote on their behalf.

36 Postal or electronic ballots

- (1) postal or electronic ballot (as the Executive determines) is allowed to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at all general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Executive that gives each member a reasonable opportunity to participate.
- (2) A member 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.
- (3) Use of technology to record a meeting to assist with minute accuracy provided all members a) consent and b) once minutes are confirmed the recording is destroyed

Part 5 Miscellaneous

38 Insurance

The Association may effect and maintain insurance.

39 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Association or Executive 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.

40 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Association determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

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

42 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

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

43 Change of name, objects and Constitution

An application for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive member.

44 Custody of books etc

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

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

45 Inspection of books etc

- (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 meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied or printed.
- (3) Despite subclauses (1) and (2), the Executive may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

46 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to 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 some 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 some 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.

47 Financial year

The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.