

BUSINESS COOGEE CONSTITUTION 2022

An Incorporated Association
Formerly known as Coogee Chamber of Commerce

Adapted from the Model Constitution as per the *Associations Incorporation Act 2009*

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PART 1 - PRELIMINARY

1. DEFINITIONS

1.1 In this Constitution, unless the context suggests otherwise, the following definitions apply:

1.1.1 **Act** means the Associations Incorporation Act 2009 (NSW).

1.1.2 **Association** means Business Coogee, formerly known as Coogee Chamber of Commerce.

1.1.3 **Committee** means the group of Committee Members elected to govern the Association in accordance with the Constitution.

1.1.4 **Committee Member** means a member of the Committee and includes the Office-Bearers and the Ordinary Committee Members.

1.1.5 **Constitution** means the document that governs the operation of the Association, as amended from time to time.

1.1.6 **Entrance Fee** means any fees payable by a potential Member or Member when applying (or re-applying) for Membership.

1.1.7 **Member/Membership** means a member of this Association.

1.1.8 **Membership Fee** means any membership fees payable by a Member during the course of their Membership as the Committee prescribes from time to time.

1.1.9 **Office-Bearers** means the office-bearers of the Association as set out in clause 16.3.

1.1.10 **Ordinary Committee Member** means a Committee Member who is not an Office-Bearer of the Association.

1.1.11 R**egion** means the suburb of Coogee in New South Wales and immediate surrounds.

1.1.12 **Regulation** means the Associations Incorporation Regulation 2016 (NSW).

1.1.13 **Secretary means**:

(a) the person holding office under this Constitution as secretary of the Association; or

(b) if no person holds that office - the public officer of the Association.

1.1.14 **Special General Meeting** means a general meeting of the association other than an annual general meeting.

1.2 In this Constitution:

1.2.1 a reference to a person includes a natural person, partnership, joint venture, government agency, association, corporation or other body corporate;

1.2.2 a reference to a function includes a reference to a power, authority and duty; and

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

1.3 The provisions of the Interpretation Act 1987 (NSW) 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.

2. OBJECTS

2.1 The objects of the Association are:

2.1.1 to promote, encourage, maintain, support and assist businesses in the Region on a not-for-profit basis;

2.1.2 to engage in other business activities as opportunities present themselves, as decided by the Committee;

2.1.3 to lobby on behalf of businesses in the Region;

2.1.4 to develop policies and strategies for the benefit of Members;

2.1.5 to offer and provide unified representation for business in the Region;

2.1.6 to promote and maintain co-operation, collaboration and close relations with other like-minded organizations; and

2.1.7 to create opportunities for Members to share knowledge, expertise and resources, and to develop productive business relationships to achieve the objects.

PART 2 - MEMBERSHIP

3. MEMBERSHIP GENERALLY

3.1 A person is eligible to be a Member if the person has applied and been approved for Membership in accordance with clause 4.

3.2 A person is taken to be a Member if the person was:

3.2.1 in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association; or

3.2.2 in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation; or

3.2.3 In the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

3.3 A person is taken to be a Member if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1) (a) of the Act was made.

3.4 Every person who has applied and been approved as a Member:

3.4.1 will be bound by this Constitution and the by-laws of the Association in force; and

3.4.2 Have all the rights granted to them under this Constitution and the Act.

4. APPLICATION FOR MEMBERSHIP

4.1 An application by a person for Membership of the Association:

4.1.1 must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee from time to time; and

4.1.2 must be lodged (including by electronic means, if the Committee so determines) with the Secretary.

4.2 As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

4.3 The Committee may reject any application to be a Member without providing any reasons for that rejection.

4.4 As soon as practicable after the Committee makes that determination, the Secretary must:

4.4.1 notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable); and

4.4.2 if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by a member as Entrance Fee and annual Membership Fee.

4.5 The Secretary must, on payment by the applicant of the amounts referred to in clause · 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.

5. REPRESENTATIVES OF MEMBERS

5.1 If a Member is not a natural person, they must appoint a natural person (being a partner, director or officer of the Member or such other person approved by the Member) to represent the Member and otherwise enable the Member to carry out its powers under this Constitution, including voting at general meetings.

5.2 The Member:

5.2.1 must give written notice to the Secretary of the appointment of a representative under this clause 5; and

5.2.2 may revoke the appointment of a representative by giving written notice to the Secretary.

5.3 A Member shall be bound by its representative appointed under clause 5.1 and the Committee's opinion of the scope of the representative's authority to bind the Member is final and conclusive.

6. CESSATION OF MEMBERSHIP

6.1 A person ceases to be a Member if:

6.1.1 the Member is a natural person and the Member dies; or

6.1.2 the Member is an incorporated Member and the Member is wound up or otherwise dissolved or deregistered;

6.1.3 the Member resigns Membership in accordance with clause 8; or

6.1.4 the Member is expelled from the Association in accordance with clause 13; or

6.1.5 the Committee is of the opinion that the Association has lost contact with the Member and no current valid address is available for that Member; or

6.1.6 the Member fails to pay the annual Membership Fee under clause 10.3 within 3 months after the fee is due.

6.2 Any Member who has resigned, or has had their Membership terminated pursuant to this clause 6, will not be entitled to a refund of any Membership Fees unless the Committee considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of resignation.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

7.1.1 is not capable of being transferred or transmitted to another person; and

7.1.2 terminates on cessation of the person's Membership.

8. RESIGNATION OF MEMBERSHIP

8.1 A Member may resign from Membership of the Association by first giving to the Secretary written notice of at least one month (or any other period that the Committee may determine) of the Member's intention to resign. On the expiration of notice, the Member ceases to be a Member.

8.2 If a Member ceases to be a Member under clause 7.1, 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.

9. REGISTER OF MEMBERS

9.1 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 together with the date on which the person became a Member.

9.2 The register of Members must be kept in New South Wales:

9.2.1 at the main premises of the Association; or

9.2.2 if the Association has no premises, at the Association's official address; or

9.2.3 in an online database or customer relationship management (CRM) system from which a list may be exported.

9.3 The register of Members must be open for inspection, free of charge, by any Member at any reasonable hour

9.4 A Member may obtain a copy of any part of the register on payment of a fee of not more than $1 for each page copied.

9.5 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.

9.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:

9.6.1 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

9.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

9.7 If the register of Members is kept in electronic form:

9.7.1 it must be convertible into hard copy; and

9.7.2 the requirements in clauses 9.2 and 9.3 apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

10. FEES AND SUBSCRIPTIONS

10.1 Any Entrance Fees, Membership Fees and other payments payable by Members shall be as determined by the Committee from time to time.

10.2 A Member must, on admission to Membership, pay to the Association an Entrance Fee.

10.3 In addition to any amount payable by the Member under clause 10.2, a Member must pay to the Association an annual Membership Fee on each anniversary of the commencement of Membership, or at such other time as the Committee may determine.

11. MEMBERS' LIABILITIES

11.1 The liability of a Member 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 10.

12. RESOLUTION OF DISPUTES

12.1 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 (NSW).

12.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

12.3 The Commercial Arbitration Act 2010 (NSW) applies to a dispute referred to arbitration.

13. DISCIPLINING OF MEMBERS

13.1 A complaint may be made to the Committee by any person that a Member:

13.1.1 has refused or neglected to comply with a provision or provisions of this Constitution; or

13.1.2 has willfully acted in a manner prejudicial to the interests of the Association; or

13.1.3 is guilty of conduct which is unbecoming of a Member.

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

13.3 If the Committee decides to deal with the complaint, the Committee must:

13.3.1 cause notice of the complaint to be served on the Member concerned (including details of the substance and circumstances of the complaint); and

13.3.2 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

13.3.3 take into consideration any submissions made by the Member in connection with the complaint.

13.4 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.

13.5 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 14.

13.6 The expulsion or suspension does not take effect:

13.6.1 until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

13.6.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 14; whichever is the later.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

14.1 A Member may appeal to the Association in general meeting against a resolution of the Committee under clause 12, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

14.2 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.

14.3 On receipt of a notice from a Member under clause 14.1, 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.

14.4 At a general meeting of the Association convened under clause 14.3:

14.4.1 no business other than the question of the appeal is to be transacted, and

14.4.2 the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and

14.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

14.5 The appeal is to be determined by a simple majority of votes cast by Members of the Association.

PART 3 – THE COMMITTEE

15. POWERS OF THE COMMITTEE

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

15.1.1 is to control and manage the affairs of the Association; and

15.1.2 may exercise all the functions that may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association; and

15.1.3 has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

16. COMPOSITION AND MEMBERSHIP OF COMMITTEE

16.1 The Committee is to consist of:

16.1.1 the Office-Bearers of the Association; and

16.1.2 at least 2 Ordinary Committee Members;

16.1.3 each of whom is to be elected at the annual general meeting of the Association under clause 17.

16.2 The total number of Committee Members is to be no less than 5.

16.3 The Office-Bearers of the Association are as follows:

16.3.1 the president;

16.3.2 the vice-president;

16.3.3 the treasurer;

16.3.4 the Secretary.

16.4 A Committee Member may hold up to 2 offices (other than both the offices of president and vice-president).

16.5 There is no maximum number of consecutive terms for which a Committee Member may hold office.

16.6 Each Committee Member 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 Committee Member's election and is eligible for re-election.

17. ELECTION OF COMMITTEE MEMBERS

17.1 Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Committee Members:

17.1.1 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

17.1.2 must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

17.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

17.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. The ballot for the election of Office-Bearers and Ordinary Committee Members is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.

17.6 A person nominated as a candidate for election as an Office-Bearer or as an Ordinary Committee Member must be a Member.

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:

18.2.1 all appointments of Office-Bearers and Committee Members; and

18.2.2 the names of Committee Members present at a Committee meeting or a general meeting; and

18.2.3 all proceedings at Committee meetings and general meetings.

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 clause 18.2.3.

19. TREASURER

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

19.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and

19.1.2 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.

20. CASUAL VACANCIES

20.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member 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.

20.2 A casual vacancy in the office of a Committee Member occurs if the Committee Member:

20.2.1 Dies; or

20.2.2 ceases to be a Member or an employee, director or office-bearer of a Member; or

20.2.3 in the case of a Committee Member that is a Member as a natural person, is

suspended from being a Member; or

20.2.4 is an employee, director or office-bearer of a Member and that Member ceases to be a Member or is suspended from being a Member; or

20.2.5 is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or

20.2.6 resigns office by notice in writing given to the Secretary; or

20.2.7 is removed from office under clause 16.3.12; or

20.2.8 becomes a mentally incapacitated person; or

20.2.9 is absent without the consent of the Committee from 3 consecutive meetings of the Committee and the Committee resolves that the office be vacated; or

20.2.10 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

20.2.11 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; or

20.2.12 engages in conduct that is prejudicial to the interests of the Association and a resolution of Members has been passed removing that Committee Member in accordance with clause 16.3.12.

21. REMOVAL OF COMMITTEE MEMBERS

21.1 The Association in general meeting may by resolution remove any Committee Member from that office before the expiration of the Committee 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 Committee Member so removed.

21.2 If a Committee Member to whom a proposed resolution referred to in clause 17.1 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 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 may organise, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Association.

22.2 The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.

22.3 Additional meetings of the Committee may be convened by any Committee Member.

22.4 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 any other period that may be unanimously

agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

22.5 Notice of a meeting given under clause 22.4 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.

22.6 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

22.7 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. 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:

22.8.1 the president or, in the president's absence, the vice-president is to preside; or

22.8.2 if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Committee chosen by the Committee Members present at the meeting is to preside.

23. APPOINTMENT OF 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 Committee Member 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 20 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 that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:

25.1.1 this power of delegation; and

25.1.2 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. VOTING AND DECISIONS

26.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub- committee present at the meeting.

26.2 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

26.3 Subject to clause 22.6, the Committee may act despite any vacancy on the Committee.

26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub- committee.

26.5 A resolution in writing signed by all of the members of the Committee or sub-committee shall be as valid and effectual as if it had been passed at a Committee or sub-committee meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee or sub-committee and the resolution shall be passed when the last Committee Member or sub-committee member signs the document containing the resolution.

PART 4 – GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS - HOLDING OF

27.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.

27.2 The Association must hold its annual general meetings:

27.2.1 within 6 months after the close of the Association's financial year; or

27.2.2 within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

28.1 The annual general meeting of the Association is, subject to the Act and to clause 27, to be convened on the date and at the place and time that the Committee thinks fit.

28.2 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:

28.2.1 to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;

28.2.2 to receive from the Committee reports on the activities of the Association during the last preceding financial year;

28.2.3 to elect Office-Bearers of the Association and Ordinary Committee Members;

28.2.4 to receive and consider any financial statement or report required to be submitted to members under the Act.

28.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

29. SPECIAL GENERAL MEETINGS - CALLING OF

29.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

29.2 The Committee must, on the requisition of at least 5% of the total number of Members, convene a Special General Meeting of the Association.

29.3 A requisition of Members for a Special General Meeting:

29.3.1 must be in writing; and

29.3.2 must state the purpose or purposes of the meeting; and

29.3.3 must be signed by the Members making the requisition; and

29.3.4 must be lodged with the Secretary; and

29.3.5 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

29.4 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.

29.5 A Special General Meeting convened by a Member or Members as referred to in clause 29.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

29.6 For the purposes of clause 29.3:

29.6.1 a requisition may be in electronic form; and

29.6.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

30. NOTICE

30.1 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.

30.2 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 clause 30.1, the intention to propose the resolution as a special resolution.

30.3 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 28.2.

30.4 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.

31. QUORUM FOR GENERAL MEETINGS

31.1 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.

31.2 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.

31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

31.3.1 if convened on the requisition of Members—is to be dissolved; and

31.3.2 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.

31.4 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.

32. PRESIDING MEMBER

32.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

32.2 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.

33. ADJOURNMENT

33.1 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.

33.2 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 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

33.3 Except as provided in clauses 33.1 and 32.3, 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.

34. MAKING OF DECISIONS

34.1 A question arising at a general meeting of the Association is to be determined by:

34.1.1 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

34.1.2 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.

34.2 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.

34.3 Clause 34.2 applies to a method determined by the Committee under clause 34.1.1 in the same way as it applies to a show of hands.

34.4 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.

35. SPECIAL RESOLUTIONS

A special resolution must be passed in accordance with section 39 of the Act. A resolution is passed by an association as a special resolution if at least 21 days' notice of meeting has been given (or a postal or electronic ballot is conducted by the association) and the resolution is supported by at least 75% of the votes cast by members of the association entitled to vote on the proposed resolution.

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

36. VOTING

36.1 On any question arising at a general meeting of the Association a Member has one vote only.

36.2 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.

36.3 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.

36.4 A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

37. PROXY VOTES NOT PERMITTED

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

38. POSTAL OR ELECTRONIC BALLOTS

38.1 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 14).

38.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

39. USE OF TECHNOLOGY AT GENERAL MEETINGS

39.1 A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Members a reasonable opportunity to participate.

39.2 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.

PART 5 – MISCELLANEOUS

40. INSURANCE

The Association may effect and maintain insurance.

41. FUNDS - SOURCE

41.1 The funds of the Association are to be derived from Entrance Fees and Membership Fees, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines.

41.2 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 authorized deposit-taking institution account.

41.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

42. FUNDS - MANAGEMENT

42.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.

42.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorized signatories

43. ASSOCIATION IS NON-PROFIT

43.1 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.

44. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

44.1 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 organization with similar objects and which is not carried on for the profit or gain of its individual members.

44.2 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.

45. CHANGE OF NAME, OBJECTS AND CONSTITUTION

45.1 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.

46. CUSTODY OF BOOKS

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

46.2 at the main premises of the Association, in the custody of the public officer or a Member (as the Committee determines); or

46.3 if the Association has no premises, at the Association's official address, in the custody of the public officer.

47. INSPECTION OF BOOKS

47.1 The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:

47.1.1 records, books and other financial documents of the Association;

47.1.2 this Constitution; and

47.1.3 minutes of all Committee meetings and general meetings of the Association.

47.2 A Member may obtain a copy of any of the documents referred to in clause 47.1 on payment of a fee of not more than $1 for each page copied.

47.3 Despite clauses 47.1and 47.2, the Committee may refuse to permit a Member 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.

48. SERVICE OF NOTICES

48.1 For the purpose of this Constitution, a notice may be served on or given to a person:

48.1.1 by delivering it to the person personally; or

48.1.2 by sending it by pre-paid post to the address of the person; or

48.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

48.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

48.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

48.2.2 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

48.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49. FINANCIAL YEAR

49.1 The financial year of the Association is:

49.1.1 the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

49.1.2 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.